

SOHU COM INC

FORM 8-K (Current report filing)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 19, 2015

SOHU.COM INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
Of incorporation)

0-30961
(Commission
File Number)

98-0204667
(I.R.S. Employer
Identification No.)

**Level 18, SOHU.com Media Plaza
Block 3, No. 2 Kexueyuan South Road, Haidian District
Beijing 100190
People's Republic of China
(011) 8610-6272-6666**

(Address, including zip code, of registrant's principal executive offices and registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The following proposals were submitted to the stockholders of Sohu.com Inc. (“Sohu”) at the annual meeting of stockholders held on June 19, 2015:

1. Election of three directors, to serve for a two-year term or until their earlier resignation or removal;
2. Advisory resolution approving Sohu’s executive compensation;
3. Ratification of the appointment of PricewaterhouseCoopers Zhong Tian LLP as Sohu’s independent auditors for the fiscal year ending December 31, 2015; and
4. Stockholder proposal regarding the classification of the Board of Directors of Sohu.

Information regarding the foregoing proposals is incorporated by reference herein from Sohu’s proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 29, 2015.

Proposal 1. The number of votes cast for and withheld from the three persons nominated for election as directors, and the number of non-votes, are as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Non-Votes</u>
Mr. Charles Huang	15,428,225	11,682,366	5,771,496
Dr. Dave Qi	14,664,030	12,446,561	5,771,496
Mr. Shi Wang	13,760,774	13,349,817	5,771,496

Mr. Charles Huang, Dr. Dave Qi and Mr. Shi Wang were all elected as directors.

Proposal 2. The number of votes cast for and against the advisory resolution approving the compensation paid to Sohu’s named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables, the narrative discussion, and any related material disclosed in Sohu’s proxy statement filed with the SEC on April 29, 2015, and the number of abstentions and non-votes, are as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Non-Votes</u>
27,058,108	44,658	7,825	5,771,496

The stockholders voted in favor of the advisory resolution approving the compensation paid to Sohu’s named executive officers.

Proposal 3. The number of votes cast for and against ratification of the appointment of PricewaterhouseCoopers Zhong Tian LLP as Sohu’s independent auditors, and the number of abstentions and non-votes, are as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Non-Votes</u>
26,549,649	6,299,542	32,896	0

The ratification of the appointment of PricewaterhouseCoopers Zhong Tian LLP as Sohu’s independent auditors was approved.

Proposal 4. The number of votes cast for and against the stockholder proposal regarding the classification of the Board of Directors of Sohu, and the number of abstentions and non-votes, are as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Non-Votes</u>
17,065,932	10,031,777	12,882	5,771,496

The stockholders voted in favor of the stockholder proposal regarding the classification of the Board of Directors of Sohu.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATED: June 24, 2015

SOHU.COM INC.

By: /S/ CAROL YU
Carol Yu
President and Chief Financial Officer