

SOHU COM INC  
Form 5  
April 10, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
PHOTON GROUP LTD

(Last) (First) (Middle)

LEVEL 18, SOHU.COM MEDIA PLAZA, NO. 2 KEXUEYUAN SOUTH ROAD, HAIDIAN

(Street)

BEIJING, F4 100190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SOHU COM INC [SOHU]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	10/30/2014	Â	G5	(1)	646,566 \$ 0	D	Â
Common Stock	12/01/2016	Â	P4		8,000 \$ 3,418	D	Â
Common Stock	12/02/2016	Â	P4		8,000 \$ 33.02	D	Â
Common	12/05/2016	Â	P4		8,000 \$	D	Â

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Stock						33.55			
Common Stock	12/06/2016	Â	P4	8,000	A	\$ 33.65	7,706,820	D	Â
Common Stock	12/07/2016	Â	P4	8,000	A	\$ 35.16	7,714,820	D	Â
Common Stock	12/08/2016	Â	P4	8,000	A	\$ 36.03	7,722,820	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable (A) (D)	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

PHOTON GROUP LTD  
LEVEL 18, SOHU.COM MEDIA PLAZA  
NO. 2 KEXUEYUAN SOUTH ROAD, HAIDIAN  
BEIJING, F4 100190

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## Signatures

By: /s/ Charles Zhang, 04/10/2017  
Director

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) On October 30, 2014, the Reporting Person acquired from Dr. Charles Zhang, who is one of the Directors of the Reporting Person and may be deemed to be its beneficial owner, 646,566 shares of Common Stock without consideration, for estate planning purposes.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.