

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 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 | ∧ | G5 | (1) | 646,566 \$ 0 | D | ∧ |
| Common Stock | 12/01/2016 | ∧ | P4 | | 8,000 \$ 3,418 | D | ∧ |
| Common Stock | 12/02/2016 | ∧ | P4 | | 8,000 \$ 33.02 | D | ∧ |
| Common | 12/05/2016 | ∧ | P4 | | 8,000 \$ | D | ∧ |

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

Â Â X Â Â

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.