

Phoenix New Media Ltd  
Form 6-K  
August 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**August 17, 2012**

**Commission File Number: 001-35158**

**PHOENIX NEW MEDIA LIMITED**

**Sinolight Plaza, Floor 16**

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**No. 4 Qiyang Road**

**Wangjing, Chaoyang District**

**Beijing, 100102**

**People's Republic of China**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

**Results of Annual Shareholders Meeting**

Phoenix New Media Limited ( Phoenix New Media , ifeng or the Company ) held its annual general meeting of shareholders in Hong Kong on August 16, 2012 (Hong Kong time).

At the meeting, shareholders resolved to re-elect the director Daguang He, who had retired by rotation. In addition, shareholders resolved to refresh the total number of shares which may be issued upon exercise of all options to be granted under its 2008 Share Option Plan and any other share option schemes of the Company (the Limit ), thereby increasing the Limit by 31,410,107 class A ordinary shares of the Company. Shareholders also approved all of the other four resolutions presented to them at the meeting. For more details information regarding these resolutions, please review the Notice of Annual General Meeting posted at <http://ir.ifeng.com>.

SIGNATURE

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, thereunto duly authorized.

PHOENIX NEW MEDIA LIMITED

By: /s/ Qianli LIU

Name: Qianli LIU

Title: Chief Financial Officer

Date: August 17, 2012