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SOHU COM INC
Form SC 13D
April 13, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13D-2(a)

SOHU.COM INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

83408W103

(CUSIP Number)

F. THOMAS DUNLAP, JR.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
INTEL CORPORATION
2200 MISSION COLLEGE BOULEVARD
SANTA CLARA, CA 95052
TELEPHONE: (408) 765-8080

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

MARCH 15, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAME OF REPORTING PERSON Intel Corporation
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-1672743

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) []
GROUP (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS []
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES	7. SOLE VOTING POWER	3,073,750
BENEFICIALLY	8. SHARED VOTING POWER	23,427,804
OWNED BY	9. SOLE DISPOSITIVE POWER	3,073,750
EACH	10. SHARED DISPOSITIVE POWER	0
REPORTING		
PERSON WITH		

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,073,750

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.63 %

14. TYPE OF REPORTING PERSON CO

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The class of equity securities to which this statement on Schedule 13D (the "Statement") relates is the Common Stock, par value \$.001 per share (the "Common Stock") of Sohu.com, Inc. (the "Company"), a Delaware corporation. The principal executive offices of the Company are located at 7 Jianguomen Nei Avenue, Suite 1519, Tower 2, Bright China Chang An Building, Beijing 100005, People's Republic of China.

ITEM 1. Security and Issuer.

(a) Name and Principal Executive Offices of Issuer:

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Sohu.com, Inc. (the "Company")
7 Jianguomen Nei Avenue, Suite 1519, Tower 2
Bright China Chang An Building
Beijing 100005, People's Republic of China

(b) Title of Class of Equity Securities:

Common Stock, par value \$0.001

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

(b) Address of Principal Business Office:

2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any

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judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) State of Incorporation:

Delaware

ITEM 3. Source and Amount of Funds or Other Consideration.

The Reporting Person shares voting power of the shares of Common Stock owned by it by virtue of the Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement dated October 18, 1999, by and among the Reporting Person, the Company and certain other holders of Sohu.com Common Stock (the "Holders"), including Charles Zhang, Nicholas Negroponte, Brant C. Binder, Edward B. Roberts, Dow Jones & Company,

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Inc. and Maxtech Enterprises Limited ("Maxtech").

Maxtech acquired 876,300 shares (the "Mitco Shares") of Common Stock through its affiliate, Mitco Limited, between March 9 and March 15, 2001 for an aggregate cost of \$800,693.29.

Charles Zhang acquired 10,000 shares (the "Zhang Shares" of Common Stock on January 17, 2001.

The Holders reported these transactions in a statement on Schedule 13D filed on March 23, 2001 (the "Holders 13D") pursuant to Section 13 and Rule 13d-1(a). The Holders have represented in such filing that the funds for the purchase of the Mitco Shares were derived from Mitco Limited's working capital and the funds for the purchase of the Zhang Shares were derived from the personal funds of Charles Zhang.

ITEM 4. Purpose of the Transaction.

The Holders represented in the Holders 13D that the Mitco Shares and the Zhang Shares were purchased for investment purposes.

ITEM 5. Interest in Securities of the Issuer

- (a) Number of Shares Beneficially Owned: As of April 10, 2001, the Reporting Person is the owner of record of 3,073,750 shares of Common Stock.

Percent of Class: 8.63% based upon 35,625,716 shares of Common Stock outstanding as of March 2, 2001 as stated by the Issuer in the Quarterly Report on Form 10-K for the fiscal year ended December 31,

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2000.

- (b) (i) Sole Power to Vote, Direct the Vote, or Dispose of Shares: 3,073,750
- (ii) Shared Power to Vote or Direct the Vote of Shares: 23,427,804
- (c) Recent Transactions: The Reporting Person effected the following recent transactions:
- On January 29, 2001, the Reporting Person sold 7,000 shares of Common Stock at an average price of \$1.4732 per share.
- On March 7, 2001, the Reporting Person sold 15,000 shares of Common Stock at an average price of \$1.0000 per share.
- On March 9, 2001, the Reporting Person sold 90,000 shares of Common Stock at an average price of \$0.8263 per share.
- On March 12, 2001, the Reporting Person sold 45,000 shares of Common stock at an average price of \$0.8576 per share.
- On March 13, 2001, the Reporting Person sold 65,000 shares of

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Common Stock at an average price of \$0.9063 per share.

On March 14, 2001, the Reporting Person sold 30,000 shares of Common Stock at an average price of \$1.0375 per share.

On March 15, 2001, the Reporting Person sold 25,000 shares of Common Stock at an average price of \$0.9688 per share.

The Reporting Person intends to enter into an agreement to sell its remaining shares of Common Stock of the Company to Beijing University JB Group.

(d) Rights with Respect to Dividends or Sales Proceeds: N/A

(e) Date of Cessation of Five Percent Beneficial Ownership: N/A

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Person, the Company and the Holders are all parties to the Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement dated October 18, 1999, pursuant to which the parties have agreed to vote their

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shares of Common Stock in favor of the nominees for directors selected by each of Intel Corporation, Dow Jones & Company, Inc. and Maxtech Enterprises Limited.

ITEM 7. Material to be Filed as Exhibits.

The Sohu.com Inc. Second Amended and Restated Stockholders' Voting Agreement dated October 18, 1999 is incorporated by reference to Exhibit 2 of the Statement on Form 13D filed by Charles Zhang, Nicholas Negroponte, Brant C. Binder, Edward B. Roberts, Maxtech Enterprises Limited, Mitco Limited and Dow Jones & Company, Inc. on March 23, 2001.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of April 12, 2001

INTEL CORPORATION

By: /s/ F. THOMAS DUNLAP, JR.

F. Thomas Dunlap, Jr.
Senior Vice President, General
Counsel and Secretary

APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett
Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne
Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

Name: Winston H. Chen
Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

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organization in which
employment is conducted:

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College Boulevard,
Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal
business and address of
corporation or other
organization in which
employment is
conducted: Intel Corporation, a manufacturer of microcomputer
components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park,
CA 94025

Principal Occupation: Chairman

Name, principal
business and address of
corporation or other
organization in which
employment is
conducted: The Arbor Company, a limited partnership engaged
in the electronics and computer industry.
1340 Arbor Road
Menlo Park, CA 94025

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Name: Gordon E. Moore

Business Address: Intel Corporation, 2200 Mission College Boulevard,
Santa Clara, CA 95052

Principal Occupation: Chairman Emeritus of the Board of Directors

Name, principal
business and address of
corporation or other
organization in which
employment is
conducted: Intel Corporation, a manufacturer of microcomputer
components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation,
101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

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Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw
Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089
Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz
Business Address: Intel Corporation, 2200 Mission College Boulevard,
Santa Clara, CA 95052
Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David B. Yoffie
Business Address: Harvard Business School, Morgan Hall 215,
Soldiers Field Park Road, Boston, MA 02163
Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163

Name: Charles E. Young
Business Address: University of Florida, 226 Tigert Hall,
P.O. Box 113150,

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Gainesville, FL 32610

Principal Occupation: President of the University of Florida

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida
226 Tigert Hall
P.O. Box 113150
Gainesville, FL 32610

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EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President, Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; Director, Sales and Marketing Group

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Technology and Manufacturing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President, General Counsel and Secretary

Name: Robert J. Baker
Title: Vice President; Co-General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer