SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject	tc
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	VAL
OMB Number:	3235-0287
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1. Name and Address of Reporting Person [*] <u>ZHANG CHARLES</u>		Person*	2. Issuer Name and Ticker or Trading Symbol <u>SOHU COM INC</u> [SOHU]		5. Relationship of Reporting Person(s) to I (Check all applicable) X Director X 10%				
,				x	Officer (give tit	le	Other (specify		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_ ^	below)		below)		
LEVEL 18, SOHU.COM MEDIA PLAZA			05/16/2018		CEO				
BLOCK 3, N	O. 2 KEXUEYU	JAN SOUTH ROAD							
			4. If Amendment, Date of Original Filed (Month/Day/Year)		/idual or Joint/Gro	oup Filing (Check Applicable		
(Street)				Line)					
BEIJING	F4	100190			Form filed by C	One Report	ing Person		
					Form filed by N Person	Nore than (One Reporting		
(City)	(State)	(Zip)							

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

1. Title of Security (Instr. 3)	y (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 3. 4. Securities Ac Disposed Of (D) 5)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership					
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock								68,700	D			
Common Stock	05/16/2018		Р		10,000	A	\$36.86	7,998,260	Ι	By Photon Group Limited		
Common Stock	05/17/2018		Р		10,000	A	\$36.7	8,008,260	I	By Photon Group Limited ⁽¹⁾		

	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D (Instr and S	rative rities ired r osed) . 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Securities Derivative nderlying Security erivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.001							(2)	02/16/2025	Common Stock	300,000		300,000	D	

Explanation of Responses:

1. 8,008,260 shares of Common Stock are held of record by Photon Group Limited ("Photon"). The Reporting Person is one of the Directors of Photon and may be deemed to beneficially own such 8,008,260 shares. The Reporting Person shares with the other Directors of Photon the power to vote and dispose of or direct the disposition of such shares. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares.

2. Consists of (i) options for the purchase of 225,000 shares of Common Stock that are fully vested as of the date of this Form and (ii) options for the purchase of 75,000 shares of Common Stock that are subject to vesting commencing February 7, 2019.

Remarks:

/s/ Charles Zhang

05/18/2018

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.