

# SOHU COM INC

## **FORM 8-K** (Current report filing)

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Telephone	011861062726666
CIK	0001104188
Symbol	SOHU
SIC Code	7374 - Services-Computer Processing and Data Preparation
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 1, 2018**

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**SOHU.COM INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-30961**  
(Commission  
File Number)

**98-0204667**  
(I.R.S. Employer  
Identification No.)

**Level 18, SOHU.com Media Plaza  
Block 3, No. 2 Kexueyuan South Road, Haidian District  
Beijing 100190  
People's Republic of China  
(011) 8610-6272-6666**

(Address, including zip code, of registrant's principal executive offices and registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On January 30, 2018, the board of directors of the registrant's majority-owned subsidiary Changyou.com Limited (NASDAQ: CYOU) ("Changyou") announced that on January 30, 2018 Changyou's board of directors (the "Changyou Board") received a letter from Dr. Charles Zhang, the Chairman of the Board of Changyou, who is also the Chairman and Chief Executive Officer of the registrant, regarding the previously-announced non-binding proposal (the "Proposal") that the Changyou Board received on May 22, 2017 from Dr. Zhang for the acquisition of all outstanding shares in Changyou, including shares represented by American depositary shares (the "Proposed Transaction"), by an acquisition vehicle to be formed by Dr. Zhang. Dr. Zhang stated in the letter that he was submitting the letter to reaffirm his commitment to the Proposed Transaction and to advise the Changyou Board that he is reviewing the purchase price he originally proposed.

The Proposal remains non-binding. Dr. Zhang has not indicated what his review of the purchase price might entail or what further steps, if any, he might take in that regard.

The foregoing summary of is not intended to be complete and is qualified in its entirety by reference to the full text of Changyou's press release, a copy of which is filed herewith as Exhibit 2.1 and is incorporated herein by reference.

(d) Exhibits.

2.1 [Changyou Press Release "Changyou.com Receives Letter Regarding Previous Preliminary Non-Binding Proposal to Acquire the Company"](#)

**Safe Harbor Statement**

This report may contain forward-looking statements. Statements that are not historical facts, including statements about the registrant's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that any definitive offer relating to the Proposal will be made; that any definitive agreement relating to the Proposal will be entered into by Changyou; or that a transaction based on the Proposal or any other similar transaction will be approved or consummated.

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SIGNATURES

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 hereunto duly authorized.

DATED: February 1, 2018

SOHU.COM INC.

By: /s/ Joanna Lv  
Joanna Lv  
Chief Financial Officer

**Changyou.com Receives Letter Regarding Previous  
Preliminary Non-Binding Proposal to Acquire the Company**

**Beijing, China, February 1, 2018** - Changyou.com Limited (“Changyou” or the “Company”) (NASDAQ: CYOU), a leading online game developer and operator in China, today announced that on January 30, 2018 its board of directors (the “Board”) received a letter from Dr. Charles Zhang, the Chairman of the Board of the Company, regarding the previously-announced non-binding proposal (the “Proposal”) that the Board received on May 22, 2017 from Dr. Zhang for the acquisition of all outstanding shares in the registrant, including shares represented by American depositary shares (the “Proposed Transaction”), by an acquisition vehicle to be formed by Dr. Zhang. Dr. Zhang stated in the letter that he was submitting the letter to reaffirm his commitment to the Proposed Transaction and to advise the Board that he is reviewing the purchase price he originally proposed. A copy of Dr. Zhang’s letter is attached hereto as Exhibit A.

The Proposal remains non-binding. Dr. Zhang has not indicated what his review of the purchase price might entail or what further steps, if any, he might take in that regard.

As previously announced, the Board has formed a special committee (the “Special Committee”) to consider and evaluate the Proposal. The Special Committee cautions the Company’s shareholders and others considering trading in the Company’s securities that no decision has been made by the Special Committee or the Board with respect to the Proposal or the Proposed Transaction, and there can be no assurance that any definitive offer will be made, any agreement will be executed or that this or any other transaction will be approved or consummated.

**Safe Harbor Statement**

This announcement may contain forward-looking statements. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. The Company cautions you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no assurance that any definitive offer relating to the Proposal will be made; that any definitive agreement relating to the Proposal will be entered into by the Company; or that a transaction based on the Proposal or any other similar transaction will be approved or consummated.

**About Changyou**

Changyou.com Limited (NASDAQ: CYOU) is a leading developer and operator of online games in China with a diverse portfolio of popular online games, such as Tian Long Ba Bu (“TLBB”), one of the most popular PC games in China, as well as a number of mobile games. Changyou also owns and operates the 17173.com Website, a leading game information portal in China. Changyou began operations as a business unit within Sohu.com Inc. (NASDAQ: SOHU) in 2003, and was carved out as a separate, stand-alone company in December 2007. It completed an initial public offering on April 7, 2009. Changyou has an advanced technology platform that includes advanced 2.5D and 3D graphics engines, a uniform game development platform, effective anti-cheating and anti-hacking technologies, proprietary cross-networking technology and advanced data protection technology. For more information, please visit <http://ir.changyou.com>.

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**For investor and media inquiries, please contact:**

**In China:**

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**In the United States:**

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Christensen  
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**Exhibit A**

January 30, 2018

The Board of Directors

Changyou.com Limited  
Changyou Building  
Raycom Creative Industrial Park  
65 Bajiao East Road, Shijingshan District  
Beijing 100043, People's Republic of China

Re: Previously Submitted Preliminary Non-binding Proposal to Acquire All Outstanding Shares in Changyou.com Limited (the "Company")

Dear Members of the Board of Directors:

Reference is made to the preliminary non-binding proposal, dated May 22, 2017 (the "Original Proposal"), submitted by the undersigned, Mr. Charles Zhang, chairman of the board of directors (the "Board") of the Company, to acquire all of the outstanding Class A and Class B ordinary shares of the Company (the "Shares"), including Shares represented by American depository shares ("ADS") (the "Proposed Transaction"), at a purchase price equal to US\$21.05 per share (or \$42.10 per ADS).

I very much appreciate the time spent and effort made by the special committee (the "Special Committee") of the Board and its advisors to date in considering the Original proposal. I am submitting this letter to reaffirm my commitment to the Proposed Transaction and to advise the Board that I am reviewing the purchase price proposed in the Original Proposal.

My decision to review the purchase price proposed in the Original Proposal has been a difficult one but is necessitated by the tougher than expected environment faced by the Company and the Proposed Transaction, including in particular, since the Original Proposal: (i) the weaker than expected financial and operational performance of the Company as identified, among other things, in the Company's earnings releases since the Original Proposal, (ii) the increased competitiveness in the Chinese online gaming market, and (iii) strengthened regulatory oversight on Chinese outbound mergers and acquisitions transactions.

I continue to be fully committed to the Proposed Transaction and look forward to continue working with the Special Committee and its advisors. Should you have any questions, please do not hesitate to contact the undersigned.

Charles Zhang