

ZHANG CHARLES

Form 4

May 24, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZHANG CHARLES**

(Last) (First) (Middle)

**LEVEL 18, SOHU.COM MEDIA  
PLAZA, BLOCK 3, NO. 2  
KEXUEYUAN SOUTH ROAD**

(Street)

**BEIJING, F4 100190**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SOHU COM INC [SOHU]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/23/2018**

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)  
CEO

6. Individual or Joint/Group Filing(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A)<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                       | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                            |                                                                     | 68,700                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 05/23/2018                              |                                                             | P                                          |                                                                     | 20,000                                                                                                             | A                                                                       | \$<br>36.54                                                       |
|                                       |                                         |                                                             |                                            |                                                                     | 8,068,260                                                                                                          | I                                                                       |                                                                   |

By Photon  
Group  
Limited <sup>(1)</sup>

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  
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SEC 1474  
(9-02)

# Edgar Filing: ZHANG CHARLES - Form 4

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Stock Option (right to buy)                | \$ 0.001                                               |                                      |                                                    |                                |                                                                                         | (2) 02/16/2025                                           | Common Stock                                                  | 300,000                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                              | Director      | 10% Owner | Officer | Other |
| ZHANG CHARLES<br>LEVEL 18, SOHU.COM MEDIA PLAZA<br>BLOCK 3, NO. 2 KEXUEYUAN SOUTH ROAD<br>BEIJING, F4 100190 | X             | X         | CEO     |       |

## Signatures

/s/ Charles Zhang  
05/24/2018  
\*\*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).

(1) 8,068,260 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 8,068,260 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.

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

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