

SOHU COM INC  
Form S-8  
July 16, 2004

As filed with the Securities and Exchange Commission on July 16, 2004

Registration No. 333-\_\_\_\_\_

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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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## FORM S-8

### REGISTRATION STATEMENT

*UNDER THE*

*SECURITIES ACT OF 1933*

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## SOHU.COM INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

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

7 Jianguomen Nei Avenue

Bright China Chang An Building

Tower 2, Room 1519

Beijing 100005

People's Republic of China

(011) 8610-6510-2160

(Address of Principal Executive Offices, Including Zip Code)

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**2000 STOCK INCENTIVE PLAN, AS AMENDED**

**(Full Title of the Plan)**

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**CT Corporation System**

**111 Eighth Avenue**

**New York, New York 10011**

**212-590-9200**

**(Name, Address and Telephone Number, Including Area Code, of Agent For Service)**

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*Copy to:*

**Timothy B. Bancroft, Esq.**

**Goulston & Storrs, P.C.**

**400 Atlantic Avenue**

**Boston, Massachusetts 02110**

**(617) 482-1776**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering Price Per</b>	<b>Proposed Maximum Aggregate Offering</b>	<b>Amount of</b>
<b>to be Registered</b>	<b>Registered</b>	<b>Share (1)</b>	<b>Price (1)</b>	<b>Registration Fee</b>
Common Stock, par value \$.001 per share	1,000,000	\$15.89	\$15,890,000	\$2,013.27

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- (1) Estimated pursuant to Rule 457(h) and (c) solely for the purpose of calculating the amount of registration fee based on the average high and low prices reported by Nasdaq on July 12, 2004.
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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference**

The information contained in Part II of the registration statement on Form S-8, SEC File No. 333-61814, is incorporated by reference into this registration statement.

The following documents are incorporated in this registration statement by reference:

- (a) the registrant's annual report on Form 10-K for the fiscal year ended December 31, 2003 filed pursuant to the Securities Exchange Act of 1934 that contains audited financial statements for the fiscal year ended December 31, 2003;
- (b) the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004 and its Quarterly Reports on Form 10-Q/A for the fiscal quarters ended September 30, 2003 and March 31, 2004, filed pursuant to the Securities Exchange Act of 1934;
- (c) the registrant's Current Reports on Form 8-K filed on February 5, 2004, March 12, 2004, May 3, 2004, May 18, 2004 and June 2, 2004 and its Current Reports on Form 8-K/A filed on February 6, 2004, February 9, 2004, March 2, 2004, March 15, 2004, March 15, 2004, April 22, 2004, April 22, 2004 and June 23, 2004; and
- (d) the description of the registrant's stock contained in its Registration Statement on Form 8-A dated July 7, 2000 and the description of the associated preferred stock purchase rights contained in the Registration Statement on Form 8-A filed July 30, 2001.

In addition, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

**Item 8. Exhibits**

**Exhibit**

<u>Number</u>	<u>Description</u>
4.1	Sohu.com Inc. 2000 Stock Incentive Plan, as amended
5.1	Opinion of Goulston & Storrs, P.C.
23.1	Consent of Independent Auditors
23.2	Consent of Goulston & Storrs, P.C. (included in opinion filed as Exhibit 5.1)
23.3	Consent of Independent Auditors
23.4	Consent of Grant Thornton, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on July 16, 2004.

SOHU.COM, INC.

By: /s/ Carol Yu

\_\_\_\_\_  
Carol Yu

Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles Zhang and Carol Yu, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<p>/s/ Charles Zhang</p> <p>_____ Charles Zhang</p>	<p>Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)</p>	<p>July 16, 2004</p>
<p>/s/ Carol Yu</p> <p>_____ Carol Yu</p>	<p>Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</p>	<p>July 16, 2004</p>
<p>/s/ Edward B. Roberts</p> <p>_____ Edward B. Roberts</p>	<p>Director</p>	<p>July 16, 2004</p>
<p>/s/ George Chang</p> <p>_____ George Chang</p>	<p>Director</p>	<p>July 16, 2004</p>

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/s/ Thomas Gurnee

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Director

July 16, 2004

Thomas Gurnee

/s/ Charles Huang

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Director

July 16, 2004

Charles Huang

/s/ Mary Ma

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Director

July 16, 2004

Mary Ma

Exhibit Index

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