

SouFun Holdings Ltd
Form 6-K
February 08, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2013

Commission File Number: 001-34862

SOUFUN HOLDINGS LIMITED

(Exact name of registrant as specified in its charter)

F9M, Building 5, Zone E, Hanwei International Plaza, Fengmao South Road, Fengtai District

Beijing 100070, the People's Republic of China

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Unless we otherwise specify, when used in this Form 6-K the terms SouFun, we and our refer to SouFun Holdings Limited and its subsidiaries and consolidated controlled entities.

This Form 6-K contains our unaudited financial results as of and for the three months and the year ended December 31, 2012 and a discussion of these results which we previously publicly released on February 8, 2013.

This Form 6-K, excluding Exhibit 99.1, is hereby incorporated by reference into our Registration Statement on Form F-3 (Registration No. 333-181407).

Fourth Quarter 2012 Results

SouFun reported **total revenue** of \$147.5 million for the fourth quarter of 2012, representing an increase of 29.6% from the corresponding period in 2011, primarily driven by the growth in SouFun membership services and listing services.

Revenue from marketing services was \$80.2 million for the fourth quarter of 2012, a slight increase of 1.0% from the corresponding period in 2011, reversing the decreasing trend experienced during the previous two quarters of 2012.

Revenue from e-commerce services was \$40.1 million for the fourth quarter of 2012, a substantial increase from \$10.0 million for the same period in 2011 due to the increasing market acceptance of the SouFun membership services. We began offering paid SouFun membership services to property buyers to facilitate their transactions with property developers in the second quarter of 2011.

Revenue from listing services was \$26.1 million for the fourth quarter of 2012, an increase of 19.8% from the corresponding period in 2011, primarily due to the general recovery in the secondary real estate market during the second half of the year and new revenue from SouFun Online Shop which has been tested mainly in ten major cities in China, including Beijing and Shanghai.

Revenue from other value-added services was \$1.1 million for the fourth quarter of 2012, a decrease of 58.1% from the corresponding period in 2011, primarily due to our increased focus on the core marketing and listing services.

Cost of revenue was \$25.3 million for the fourth quarter of 2012, an increase of 49.3% from the corresponding period in 2011, primarily due to the increase in staff cost and the expanded implementation of the value-added tax system in China, which results in higher taxes than the traditional business tax due to our cost structure.

Gross margin was 82.8% for the fourth quarter of 2012, a slight decrease from 85.1% for the corresponding period in 2011. The slight decrease was primarily due to the expanded implementation of the value-added tax system during 2012.

Operating expenses were \$50.6 million for the fourth quarter of 2012, an increase of 1.1% from the corresponding period in 2011.

Selling expenses were \$27.8 million for the fourth quarter of 2012, an increase of 33.9% from the corresponding period in 2011 due primarily to increased staff cost and marketing and promotional expenses along with our business expansion.

General and administrative expenses were \$22.8 million for the fourth quarter of 2012, a decrease of 22.1% from the corresponding period in 2011 due primarily to a decrease in bad debt expense.

Operating income was \$71.6 million for the fourth quarter of 2012, an increase of 52.8% from the corresponding period in 2011.

Income tax expense was \$16.3 million for the fourth quarter of 2012, an increase of 21.4% as compared to \$13.4 million for the corresponding period in 2011, primarily driven by the growth in taxable earnings.

Net income attributable to shareholders was \$55.8 million for the fourth quarter of 2012, an increase of 85.3% from the corresponding period in 2011, due primarily to the top-line growth and the decrease in bad debt expenses, partially offset by the increase in staff costs and taxes. **Fully diluted earnings per share** was \$0.68 for the fourth quarter of 2012, a 83.8% increase as compared to \$0.37 for the corresponding period in 2011.

As of December 31, 2012, SouFun had **cash, cash equivalents, and short-term investments** (excluding the available-for-sale securities) of \$143.6 million, compared to \$158.3 million as of December 31, 2011. This reflected the payment of \$131.0 million in cash dividend to shareholders in 2012 and prepayment of \$111.4 million to acquire a portion of the BaoAn Building in Shanghai to support our expansion in Shanghai and East China area. The acquisition is expected to be completed in the first quarter of 2013. **Cash flow from operating activities** was \$94.2 million for the fourth quarter of 2012, a 102.1% increase as compared to US\$46.6 million for the same period of 2011.

Fiscal Year 2012 Results

SouFun reported **total revenue** of \$430.3 million for 2012, representing an increase of 25.1% from 2011, primarily driven by the growth in SouFun membership services and listing services.

Revenue from marketing services was \$249.9 million for 2012, a slight increase of 1.3% from 2011.

Revenue from e-commerce services was \$102.2 million for 2012, a substantial increase from \$24.2 million for 2011 due to the increasing market acceptance of the SouFun membership services. We began offering paid SouFun membership services to property buyers to facilitate their transactions with property developers in the second quarter of 2011.

Revenue from listing services was \$72.9 million for 2012, an increase of 8.6% from 2011, primarily due to the general recovery in the secondary real estate market during the second half of the year and new revenue from SouFun Online Shop which has been tested mainly in ten major cities in China, including Beijing and Shanghai.

Revenue from other value-added services was \$5.4 million for 2012, a decrease of 9.1% from 2011, primarily due to our increased focus on our core marketing and listing services.

Cost of revenue was \$80.9 million for 2012, an increase of 21.5% from 2011.

Gross margin was 81.2% for 2012, slightly improved from 80.6% in 2011.

Operating expenses totaled \$150.8 million for 2012, an increase of 10.2% from 2011.

Selling expenses totaled \$80.1 million for 2012, an increase of 19.1% from 2011 due primarily to increased staff cost.

General and administrative expenses totaled \$70.8 million for 2012, a slight increase of 1.7% from 2011. The small increase was primarily due to an increase in staff cost, which was substantially offset by a decrease in bad debt expense.

Operating income was \$198.6 million for 2012, an increase of 41.4% from 2011.

Income tax expense was \$55.9 million for 2012, an increase of 31.2% compared to \$42.6 million for 2011, while the effective tax rate decreased 2.7% to 26.9% from 29.6%. The decrease in effective tax rate was due to greater profit contribution by two subsidiaries with tax exemption status in 2012 and the reversal of previously accrued income taxes totaling \$1.6 million resulting from the change in the tax status of these two subsidiaries in 2012.

Net income attributable to shareholders was \$151.8 million for 2012, an increase of 49.4% from 2011. **Fully diluted earnings per share** was \$1.85 for 2012, a 49.2% increase as compared to \$1.24 for 2011.

Cash flow from operating activities was \$218.9 million for 2012, a 41.0% increase as compared to \$155.3 million for 2011.

SouFun Holdings Limited

Condensed Consolidated Balance Sheet

(in U.S. dollars in thousands)

| | December 31, 2012 (Unaudited) | December 31, 2011 (Audited) |
|--|-------------------------------------|-----------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | 118,167 | 150,414 |
| Restricted cash, current | | 35,814 |
| Short-term investments | 26,841 | 8,592 |
| Accounts receivable, net | 30,029 | 27,697 |
| Funds receivable | 7,600 | |
| Prepayment and other current assets | 9,226 | 9,695 |
| Loans receivable | | 26,143 |
| Amounts due from a related party | | 1,595 |
| Deferred tax assets, current | 2,734 | 1,602 |
| Total current assets | 194,597 | 261,552 |
| Non-current assets: | | |
| Property and equipment, net | 79,564 | 68,064 |
| Restricted cash, non-current | 391,416 | 247,631 |
| Deferred tax assets, non current | 1,723 | 1,407 |
| Deposit for non-current assets | 8,750 | |
| Prepayment for business acquisition | 111,367 | |
| Other non-current assets | 13,744 | 1,717 |
| Total non-current assets | 606,564 | 318,819 |
| Total assets | 801,161 | 580,371 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Short-term loans | 270,670 | 255,570 |
| Deferred revenue | 65,871 | 61,208 |
| Accrued expenses and other liabilities | 89,306 | 52,490 |
| Dividend payable | | 51,969 |
| Income tax payable | 23,659 | 16,158 |
| Customers refundable fees | 18,449 | 12,412 |
| Total current liabilities | 467,955 | 449,807 |
| Non-current liabilities: | | |
| Long-term loans | 80,750 | |
| Deferred tax liabilities, non-current | 64,947 | 38,581 |
| Total non-current liabilities | 145,697 | 38,581 |
| Total Liabilities | 613,652 | 488,388 |
| Shareholders equity: | | |

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| | | |
|---|----------------|----------------|
| Class A and Class B Ordinary shares (par value of HK\$1 per share: 600,000,000 total shares authorized; 78,150,568 (Class A-53,813,918 and Class B-24,336,650) with aggregated par value of US\$10,032 (Class A-US\$6,908 and Class B-US\$3,124) and 80,350,385 (Class A-56,013,735 and Class B 24,336,650) with aggregated par value of US\$10,316 (Class A-US\$7,191 and Class B-US\$3,125) shares issued and outstanding as of December 31, 2011 and December 31, 2012)) | 10,316 | 10,032 |
| Additional paid-in capital | 69,637 | 49,838 |
| Accumulated other comprehensive income | 23,974 | 21,853 |
| Retained earnings | 82,952 | 10,185 |
| Total SouFun Holdings Limited shareholders equity | 186,879 | 91,908 |
| Noncontrolling interests | 630 | 75 |
| Total shareholders equity | 187,509 | 91,983 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | 801,161 | 580,371 |

SouFun Holdings Limited

Condensed Consolidated Statements of Comprehensive Income

(in U.S. dollars in thousands, except share data and per ADS data)

| | Three months ended | | Twelve months ended | |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | December 31, 2012 (Unaudited) | December 31, 2011 (Unaudited) | December 31, 2012 (Unaudited) | December 31, 2011 (Unaudited) |
| Revenues: | | | | |
| Marketing services | 80,234 | 79,433 | 249,861 | 246,634 |
| E-commerce services | 40,111 | 10,030 | 102,162 | 24,170 |
| Listing services | 26,092 | 21,778 | 72,874 | 67,125 |
| Other value-added services | 1,100 | 2,624 | 5,361 | 5,897 |
| Total revenues | 147,537 | 113,865 | 430,258 | 343,826 |
| Cost of Revenues: | | | | |
| Cost of services | (25,314) | (16,959) | (80,863) | (66,571) |
| Total Cost of Revenues | (25,314) | (16,959) | (80,863) | (66,571) |
| Gross Profit | 122,223 | 96,906 | 349,395 | 277,255 |
| Operating expenses: | | | | |
| Selling expenses | (27,815) | (20,770) | (80,056) | (67,207) |
| General and administrative expenses | (22,800) | (29,286) | (70,780) | (69,611) |
| Total Operating Expenses | (50,615) | (50,056) | (150,836) | (136,818) |
| Operating Income | 71,608 | 46,850 | 198,559 | 140,437 |
| Foreign exchange gain (loss) | 12 | (1) | 90 | 1 |
| Interest income | 5,455 | 3,609 | 19,406 | 10,483 |
| Interest expense | (5,199) | (2,912) | (11,630) | (4,026) |
| Realized gain-trading securities | | 11 | | 263 |
| Government grants | 194 | 308 | 1,298 | 1,399 |
| Other-than-temporary impairment on available-for-sale securities | | (4,343) | (14) | (4,343) |
| Income before income taxes and noncontrolling interests | 72,070 | 43,522 | 207,709 | 144,214 |
| Income tax expenses | | | | |
| Income tax expense | (16,310) | (13,430) | (55,905) | (42,617) |
| Net income | 55,760 | 30,092 | 151,804 | 101,597 |
| Net (loss) attributable to noncontrolling interests | (6) | (8) | (6) | (28) |
| Net income attributable to SouFun Holdings Limited shareholders | 55,766 | 30,100 | 151,810 | 101,625 |
| Other comprehensive income, net of tax | | | | |
| Foreign currency translation | 3,823 | 1,599 | 1,378 | 10,839 |
| Reclassification adjustment for loss included in net income | | 3,506 | | 721 |
| Unrealized losses on available-for-sale security | 43 | | 743 | |
| Total other comprehensive income, net of tax | 3,866 | 5,105 | 2,121 | 11,560 |
| Comprehensive income | 59,626 | 35,198 | 153,925 | 113,157 |

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Earnings per share for Class A and Class B ordinary shares

| | | | | |
|---------|------|------|------|------|
| Basic | 0.72 | 0.39 | 1.96 | 1.33 |
| Diluted | 0.68 | 0.37 | 1.85 | 1.24 |

Weighted average number of Class A and Class B ordinary shares outstanding:

| | | | | |
|---------|------------|------------|------------|------------|
| Basic | 77,555,412 | 76,854,946 | 77,365,156 | 76,492,272 |
| Diluted | 82,433,256 | 81,105,017 | 81,924,565 | 82,215,832 |

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, thereunto duly authorized.

SOUFUN HOLDINGS LIMITED

By: /s/ Vincent Tianquan Mo
Name: Vincent Tianquan Mo
Title: Executive Chairman

Date: February 8, 2013

Exhibit Index

Exhibit 99.1 Press Release