

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 May 2016  
Commission File Number: 001-34862

**SOUFUN HOLDINGS LIMITED**  
(Exact name of registrant as specified in its charter)

**F9M, Building 5, Zone 4, Hanwei International Plaza**  
**No. 186 South 4th Ring Road**  
**Fengtai District, Beijing 100160**  
**The People's Republic of China**  
(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): ☐

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

On May 18, 2016, the Company’s wholly-owned subsidiaries, Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (“SouFun Network”), Beijing Fang Tian Xia Network Technology Co., Ltd. (“Fang Tian Xia Network”), Beijing SouFun Decorative Engineering Co., Ltd. (together with SouFun Network and Fang Tian Xia Network, collectively, the “Fang Subsidiaries”) and Beijing SouFun Science and Technology Development Co., Ltd. reached a supplemental share subscription and asset purchase agreement with Chongqing Wanli New Energy Co., Ltd. (“Wanli”), a company listed on the Shanghai Stock Exchange (stock code: 600847), and Mr. Xicheng Liu, the ultimate controlling shareholder of Wanli, to amend and supplement the share subscription and asset purchase agreement entered into on January 19, 2016. On the same day, the Fang Subsidiaries also entered into a supplemental profit compensation agreement with Wanli to amend and supplement the profit compensation agreement entered into on January 19, 2016. Summary English translation of these supplemental agreements and a press release issued by the Company are included as exhibits to this Form 6-K.

The consummation of the Company’s proposed acquisition of a controlling stake in Wanli and the sale of Wanli’s assets (such transactions, collectively, the “Restructuring”) remain subject to the requisite internal approvals of the relevant parties and regulatory clearance, including by the China Securities Regulatory Commission. There is no assurance that these approvals or regulatory clearance will be obtained within an expected timeframe, or at all.

### **Safe Harbor Statement**

This Form 6-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “is expected to,” “anticipates,” “aim,” “future,” “intends,” “plans,” “believes,” “are likely to,” “estimates,” “may,” “should” and similar expressions. Such forward-looking statements include, without limitation, the consummation of the Restructuring. All statements other than statements of historical fact in this Form 6-K are forward-looking statements and involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These forward-looking statements are based on management’s current expectations, assumptions, estimates and projections about the Company and the industry in which the Company operates, but involve a number of unknown risks and uncertainties. Further information regarding these and other risks is included in the Company’s filings with the U.S. Securities and Exchange Commission. The Company undertakes no obligation to update forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and actual results may differ materially from the anticipated results. You are urged to consider these factors carefully in evaluating the forward-looking statements contained herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by these cautionary statements.

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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, thereunto duly authorized.

SOUFUN HOLDINGS LIMITED

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

Date: May 20, 2016

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## **Exhibit Index**

Exhibit 99.1—Press Release dated May 19, 2016

Exhibit 99.2—Summary Translation of the Supplemental Agreement to Share Subscription Agreement, dated May 18, 2016

Exhibit 99.3—Summary Translation of the Supplemental Agreement to Compensation Agreement, dated May 18, 2016

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## FANG REACHES SUPPLEMENTAL AGREEMENTS WITH WANLI

BEIJING, May 19, 2016 /PRNewswire/ -- SouFun Holdings Limited (NYSE: SFUN) (“Fang” or the “Company”), the leading real estate Internet portal in China, today provided a further update on its proposed acquisition of a controlling stake in Chongqing Wanli New Energy Co., Ltd. (“Wanli”), a company listed on the Shanghai Stock Exchange (“SSE”) (stock code: 600847), and the sale of Wanli’s assets (such transactions, collectively, the “Restructuring”).

On May 18, 2016, the Company’s wholly-owned subsidiaries, Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (“SouFun Network”), Beijing Fang Tian Xia Network Technology Co., Ltd. (“Fang Tian Xia Network”), Beijing SouFun Decorative Engineering Co., Ltd. (together with SouFun Network and Fang Tian Xia Network, collectively, the “Fang Subsidiaries”) and Beijing SouFun Science and Technology Development Co., Ltd. reached a supplemental share subscription and asset purchase agreement with Wanli and Mr. Xicheng Liu, the ultimate controlling shareholder of Wanli, to amend and supplement the share subscription and asset purchase agreement entered into on January 19, 2016. On the same day, the Fang Subsidiaries also entered into a supplemental profit compensation agreement with Wanli to amend and supplement the profit compensation agreement entered into on January 19, 2016.

Under the terms of the share subscription and asset purchase agreement, as amended and supplemented, the consideration for the acquisition by Wanli of the entire equity interest in five wholly-owned subsidiaries of the Fang Subsidiaries that operate as the Company’s service platforms for online advertising business (the “Fang Assets”) will be RMB16.18 billion, based on a valuation determined by an independent asset appraisal company, in exchange for the subscription by the Fang Subsidiaries of the shares in Wanli (the “Subscription Shares”).

Under the terms of the profit compensation agreement, as amended and supplemented, in the event that the consolidated net profits attributable to shareholders (excluding extraordinary items) of the Fang Assets in any of the fiscal years of 2016, 2017 and 2018 (collectively, the “Covered Period”) are less than the profit target for the respective fiscal year of RMB800 million, RMB1,040 million and RMB1,352 million, or there is any impairment loss at the end of the Covered Period, each of the Fang Subsidiaries will be jointly and severally liable to compensate Wanli for the shortfall of the profit target or the impairment loss by transferring such number of Subscription Shares for a nominal price as calculated based on a pre-determined formula, subject to a cap equal to the total number of the Subscription Shares.

The consummation of the Restructuring remains subject to the requisite internal approvals of the relevant parties and regulatory clearance, including by the China Securities Regulatory Commission. There is no assurance that these approvals or regulatory clearance will be obtained within an expected timeframe, or at all.

### About Fang

Fang operates the leading real estate Internet portal in China in terms of the number of page views and visitors to its websites. Through our websites, we provide e-commerce, marketing, listing, financial and other value-added services for China's fast-growing real estate and home furnishing and improvement sectors. Our user-friendly websites support active online communities and networks of users seeking information on, and other value-added services for, the real estate and home furnishing and improvement sectors in China. Fang currently maintains about 100 offices to focus on local market needs and its website and database contains real estate related content covering more than 629 cities in China. For more information about Fang, please visit <http://ir.fang.com>.

### About Wanli

Founded in 1992, Wanli is a manufacturer of storage batteries. Wanli’s shares have been listed on the Shanghai Stock Exchange since 1994.

### Safe Harbor Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995.

These forward-looking statements can be identified by terminology such as “will,” “expects,” “is expected to,” “anticipates,” “aim,” “future,” “intends,” “plans,” “believes,” “are likely to,” “estimates,” “may,” “should” and similar expressions. Such forward-looking statements include, without limitation, statements regarding the Restructuring. Statements that are not historical facts, including statements about Fang’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Potential risks and uncertainties include, without limitation, whether the Restructuring will receive the requisite approvals and clearance, whether the Restructuring will proceed as planned, the impact of the Restructuring on Fang’s business operations, the impact of Fang’s transformation from a pure Internet information platform to a transaction-oriented platform, the impact of Fang’s implementation of a “zero tolerance policy” that has resulted in dismissal of employees, the impact of the slowdown in China’s real estate market on Fang and the impact on revenues of Fang’s existing and new service fees reductions, the ability of Fang to retain real estate listing agencies as customers during challenging economic periods, the success of Fang’s new business initiatives, the ability of Fang to manage its operating expenses, the impact of, measures taken or to be taken by the Chinese government to control real estate growth and prices and other events which could occur in the future, economic challenges in China’s real estate market, the impact of competitive market conditions for Fang’s services, Fang’s ability to maintain and increase its leadership in China’s home related internet sector, the uncertain regulatory landscape in China, fluctuations in Fang’s quarterly operating results, Fang’s continued ability to execute business strategies including SouFun membership services and SouFun Online Shop, Fang’s ability to continue to expand in local markets, Fang’s reliance on online advertising sales and listing services and transactions for its revenues, any failure to successfully develop and expand Fang’s content, service offerings and features, including the success of new features to meet evolving market needs, and the technologies that support them, the quality of the loans Fang originates and resells and the performance of those loans in the future, Fang’s ability to successfully service and process customer loans for its own benefit and for the purchasers of those loans and any failure to successfully integrate acquired businesses in the event of future acquisitions.

For investor and media inquiries, please contact:

Mr. Kent Cangsang Huang

CFO

Phone: +86-10-5631-9668

Email: [huangcangsang@fang.com](mailto:huangcangsang@fang.com)

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**Summary Translation of the Supplemental Agreement to Share Subscription Agreement**

Chongqing Wanli New Energy Co., Ltd. (“Wanli”), Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (“SouFun Network”), Beijing Fang Tian Xia Network Technology Co., Ltd. (“Fang Tian Xia Network”), Beijing SouFun Decorative Engineering Co., Ltd. (“SouFun Decorative”), Beijing SouFun Science and Technology Development Co., Ltd. (“SouFun Science and Technology”) and Mr. Xicheng Liu entered into this Supplemental Agreement (the “Agreement”) on May 18, 2016.

Each of the parties to the Agreement is referred to herein individually as a “Party” and collectively as the “Parties.”

**WHEREAS:**

1. Wanli proposed to purchase the following through private placement: (1) the 100% equity interests in Beijing SouFun Network Technology Co., Ltd. (“Beijing SouFun Network”), SouFun Media Technology (Beijing) Co., Ltd. (“SouFun Media”), and Beijing Li Man Wan Jia Network Technology Co., Ltd. (“Li Man Wan Jia”) held by SouFun Network, (2) the 100% equity interests in Beijing Tuo Shi Huan Yu Network Technology Co., Ltd. (“Tuo Shi Huan Yu”) held by Fang Tian Xia Network, and (3) the 100% equity interests in Beijing Hong An Tu Sheng Network Technology Co., Ltd. (“Hong An Tu Sheng”) held by SouFun Decorative. The relevant parties already entered into a Share Subscription and Asset Purchase Agreement (the “Subscription Agreement”) on January 19, 2016.
2. As of the date hereof, the appraisal work related to the share subscription and asset purchase has been completed. ZhongHe Appraisal Company Ltd. conducted an overall appraisal over the Injected Assets using December 31, 2015 as the benchmark date, and issued an asset appraisal report (the “Appraisal Report”).

**NOW, THEREFORE**, in order to supplement the undetermined matters in the Subscription Agreement, the Parties hereof, through friendly negotiations and based on the appraisal results, agree as follows.

1. **Definitions.** Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Subscription Agreement.
2. **Purchase of Injected Assets.**
  - 2.1. According to the Appraisal Report, as of December 31, 2015: the appraisal value of the Injected Assets is RMB16,258 million, which shall be the final result based on the profit method. The Parties hereby agree that the total price of the Injected Assets shall be RMB16,180 million.
  - 2.2. Since the Injected Assets were appraised as a whole instead of individually, the Parties hereby agree that, based on the percentages of the profit forecast of each Target Company among the overall profit forecast of all Target Companies provided by the management of each Target Company and the total price of the Injected Assets, the price of the 100% equity interests in Beijing SouFun Network, SouFun Media, Li Man Wan Jia, Tuo Shi Huan Yu and Hong An Tu Sheng is RMB5,560,215,600, RMB746,894,600, RMB1,842,427,200, RMB6,839,186,500 and RMB1,191,276,100, respectively.
3. **Private Placement of Target Shares.**
  - 3.1. Based on Section 4 of the Subscription Agreement and the total price of the Injected Assets, the Parties agree that the total number of Target Shares is 677,838,290. The number of Target Shares received by each of the Fang Subsidiaries is as follows.

No.	Name	Number of Share
1	SouFun Network	341,413,383
2	Fang Tian Xia Network	286,518,076
3	SouFun Decorative	49,906,831
Total		677,838,290

- 3.2. Section 4.4 of the Subscription Agreement is hereby amended as:

“Each of the Fang Subsidiaries covenants that Fang Subsidiaries shall not transfer Target Shares they subscribed within thirty-six (36) months after the Issuance Date, unless otherwise permitted by PRC laws.



Following the consummation of the Restructuring, any additional shares of Wanli received by any of the Fang Subsidiaries due to Wanli's dividend distribution or capital increase shall also be subject to the abovementioned restrictions."

4. **Arrangement Prior to Closing.** SouFun Media, Li Man Wan Jia and Hong An Tu Sheng shall distribute dividend to their shareholders using all of their retained profits.

5. **Miscellaneous.**

5.1. This Agreement supplements the Subscription Agreement. This Agreement shall prevail in cases where any inconsistency exists between this Agreement and the Subscription Agreement. Matters not provided under this Agreement shall be governed by the Subscription Agreement.

5.2. The Agreement shall become effective and binding at the same time as the Subscription Agreement.

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Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (Seal)

Legal Representative: /s/ Mo Tianquan

Beijing Fang Tian Xia Network Technology Co., Ltd. (Seal)

Legal Representative: /s/ Lei Hua

Beijing SouFun Decorative Engineering Co., Ltd. (Seal)

Legal Representative: /s/ Lei Hua

Beijing SouFun Science and Technology Development Co., Ltd. (Seal)

Legal Representative: /s/ Mo Tianquan

Chongqing Wanli New Energy Co., Ltd. (Seal)

Legal Representative: /s/ Xicheng Liu

Mr. Xicheng Liu /s/ Xicheng Liu

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**Summary Translation of the Supplemental Agreement to Compensation Agreement**

Chongqing Wanli New Energy Co., Ltd. (“Wanli”), Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (“SouFun Network”), Beijing Fang Tian Xia Network Technology Co., Ltd. (“Fang Tian Xia Network”) and Beijing SouFun Decorative Engineering Co., Ltd. (“SouFun Decorative”) entered into this Supplemental Agreement (the “Agreement”) on May 18, 2016.

Each of the parties to the Agreement is referred to herein individually as a “Party” and collectively as the “Parties.”

**WHEREAS:**

1. Wanli proposed to purchase the Injected Assets held by Fang Subsidiaries by issuing new shares. The relevant parties already entered into a Share Subscription and Asset Purchase Agreement and a Profit Compensation Agreement (the “Compensation Agreement”) on January 19, 2016.
2. As of the date hereof, the appraisal work related to the share subscription and asset purchase has been completed. ZhongHe Appraisal Company Ltd. appraised the overall equity interests in the Injected Assets using December 31, 2015 as the benchmark date, and issued an asset appraisal report on the Injected Assets (the “Appraisal Report”).

**NOW, THEREFORE**, in order to supplement the undetermined matters in the Compensation Agreement, the Parties hereof, through friendly negotiations and based on the appraisal results, agree as follows.

1. **Definitions.** Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Compensation Agreement.

2. **Net Profits Forecast.** In light of the Appraisal Report, each of the Compensation Obligors hereby undertakes that the net profits of the Target Companies attributable to the Parent Company in the year of 2016, 2017 and 2018, deducting extraordinary gains and losses, shall be RMB800 million, RMB1,040 million and RMB1,352 million, respectively.

3. **Miscellaneous.**

3.1. This Agreement supplements the Compensation Agreement. This Agreement shall prevail in cases where any inconsistency exists between this Agreement and the Compensation Agreement. Matters not provided under this Agreement shall be governed by the Compensation Agreement.

3.2. The Agreement shall become effective and binding at the same time as the Compensation Agreement.

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Beijing SouFun Fang Tian Xia Network Technology Co., Ltd. (Seal)

Legal Representative: /s/ Mo Tianquan

Beijing Fang Tian Xia Network Technology Co., Ltd. (Seal)

Legal Representative: /s/ Lei Hua

Beijing SouFun Decorative Engineering Co., Ltd. (Seal)

Legal Representative: /s/ Lei Hua

Chongqing Wanli New Energy Co., Ltd. (Seal)

Legal Representative: /s/ Xicheng Liu

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