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 November 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 (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

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 ended September 30, 2013 and a discussion of these results, which we previously publicly released on November 7, 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).

Third Quarter 2013 Results

Revenues

SouFun reported total revenue of \$185.0 million in the third quarter of 2013, representing an increase of 45.4% from the corresponding period in 2012, primarily driven by the growth in listing services and SouFun membership e-commerce services.

Revenue from marketing services was \$86.5 million in the third quarter of 2013, an increase of 8.5% from \$79.7 million in the corresponding period in 2012.

Revenue from e-commerce services was \$49.7 million in the third quarter of 2013, a 94.2% increase from \$25.6 million in the same period in 2012, primarily due to expansion of SouFun membership services in existing and new cities.

Revenue from listing services was \$46.3 million in the third quarter of 2013, an increase of 128.0% from \$20.3 million for the corresponding period in 2012, primarily due to increased paying agent subscribers.

Revenue from other value-added services was \$2.6 million in the third quarter of 2013, an increase of 57.5% from \$1.6 million in the corresponding period in 2012.

Cost of Revenue

Cost of revenue was \$28.5 million in the third quarter of 2013, an increase of 37.0 % from \$20.8 million in the corresponding period in 2012. The increase in cost of revenue was mainly driven by the increase in staff costs and taxes.

Gross margin was 84.6% in the third quarter of 2013, compared to 83.6% in the corresponding period in 2012.

Operating Expenses

Operating expenses were \$46.2 million in the third quarter of 2013, an increase of 16.6% from \$39.6 million for the corresponding period in 2012, reflecting effective cost control.

Selling expenses were \$25.4 million in the third quarter of 2013, an increase of 23.1% from \$20.6 million in the corresponding period in 2012, primarily due to increased staff cost.

General and administrative expenses were \$20.7 million in the third quarter of 2013, an increase of 9.5% from \$18.9 million in the corresponding period in 2012, primarily due to increased staff cost.

Operating Income

Operating income was \$110.6 million in the third quarter of 2013, an increase of 65.5% from \$66.8 million in the corresponding period in 2012, driven by revenue growth and effective cost control.

Income Tax Expenses

Income tax expense was \$14.2 million in the third quarter of 2013, a 29.2% decrease compared to \$20.0 million for the corresponding period in 2012. The decrease was primarily due to a one-time benefit of \$15.1 million resulting from certain subsidiaries being now subject to a lower dividend-related withholding tax rate.

Net Income and EPS

Net income attributable to SouFun's shareholders was \$102.7 million in the third quarter of 2013, a 108.9% increase from \$49.2 million in the corresponding period in 2012. Fully diluted earnings per share were \$1.22 in the third quarter of 2013, doubled from \$0.61 in the corresponding period in 2012.

Cash

As of September 30, 2013, SouFun had cash, cash equivalents, and short-term investments (excluding the available-for-sale security) of \$320.7 million, compared to \$143.6 million as of December 31, 2012. Cash flow from operating activities was \$126.3 million in the third quarter of 2013, a 123.7% increase from \$56.4 million in the same period in 2012.

Condensed Consolidated Balance Sheets

(U.S. dollars in thousands, except as noted)

	Sep 30, 2013 (Unaudited)	Dec 31, 2012 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	294,382	118,167
Restricted cash, current	216,623	
Short-term investments	26,320	26,841
Accounts receivable, net	63,400	30,029
Funds receivable	55,659	7,600
Prepayment and other current assets	33,349	9,226
Deferred tax assets, current	2,977	2,734
Total current assets	692,710	194,597
Non-current assets:		
Property and equipment, net	221,258	79,564
Restricted cash, non-current	292,525	391,416
Deferred tax assets, non-current	5,526	1,723
Deposit for non-current assets	—	8,750
Prepayment for BaoAn acquisition	—	111,367
Other non-current assets	11,503	13,744
Total non-current assets	530,812	606,564
Total assets	1,223,522	801,161
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term loans	270,670	270,670
Deferred revenue	129,910	65,871
Accrued expenses and other liabilities	121,368	89,306
Customers' refundable fees	79,288	18,449
Income tax payable	33,766	23,659
Amounts due to a related party	338	
Total current liabilities	635,340	467,955
Non-current liabilities:	000,010	107,000
Long-term loans	180,750	80,750
Deferred tax liabilities, non-current	86,167	64,947
Other non-current liabilities	475	
Total non-current liabilities	267,392	145,697
Total Liabilities	902,732	613,652
	502,752	015,052
Equity:		
Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and		= 400
December 31, 2012, respectively	7,344	7,192
Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012 ,		
respectively	3,124	3,124
Additional paid-in capital	84,748	69,637
Accumulated other comprehensive income	36,437	23,974
Retained earnings	188,423	82,952
Total SouFun shareholders' equity	320,076	186,879
Noncontrolling interests	714	630
Total equity	320,790	187,509
TOTAL LIABILITIES AND EQUITY	1,223,522	801,161

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Condensed Consolidated Statements of Comprehensive Income

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

Revenues: 86,485 79,717 F-commerce services 49,694 25,590 Listing services 46,311 20,312 Other value-added services 25,58 1,624 Total revenues 185,048 127,243 Cost of revenues (28,532) (20,819) Grass Profit (28,532) (20,819) Grass Profit (25,516 106,424 Operating expenses and income: (25,151) (20,647) General ad administrative expenses (20,739) (18,938) Other income 274 - Operating Income 7,532 4,995 Interest income 7,532 4,995 Interest expenses (14,165) (20,42) Rowenment grants 2,391 181 Income tax expenses (14,165) (20,42) Income tax expenses (14,165) (20,42) Income tax expenses 10,274 49,700 Vet income tax expenses 10,274 49,700 Vet income tax expenses 10,274		Three mor September 30, 2013	iths ended September 30, 2012
Fe-commerce services 49,694 25,590 Listing services 46,311 20,312 Other value-added services 2,558 1,624 Total revenues 185,048 127,243 Cost of services (28,532) (20,819) Total cost of revenues: (28,532) (20,819) Cost cost of services (28,532) (20,819) Total cost of revenues (28,532) (20,819) Gress Profit 156,516 106,424 Operating expenses and income: (20,739) (18,938) Other income (27,47) (20,647) General and administrative expenses (20,739) (18,938) Other income - 23 Interest income 7,532 4,995 Interest expenses (3,632) (2,826) Government grants 2,391 181 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Income tax expenses (14,186) (20,42) <t< th=""><th>Revenues:</th><th></th><th></th></t<>	Revenues:		
Listing services 46,311 20,312 Other value-added services 2,558 1,624 Cost of revenues 185,048 127,243 Cost of services (28,532) (20,819) Total crevenues (28,532) (20,819) Total cost of revenues (28,532) (20,819) Operating expenses and income: (28,532) (20,819) Selling expenses and income: (20,739) (18,938) Operating expenses and income: (20,739) (18,938) Other income 7,532 (20,647) General and administrative expenses (20,739) (18,938) Other income 7,532 4,995 Interest income 7,532 4,995 Interest expense (3,632) (2,6421) Government grants 116,927 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 10 - Income tax expenses 102,741 49,170 Other comprehensive income, net of tax 3,524	Marketing services	86,485	79,717
Other value-added services 2,558 1,624 Total revenues 185,048 127,243 Cost of services (28,532) (20,819) Total cost of services (28,532) (20,819) Total cost of revenues (25,515) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 Selling expenses and income: (20,739) (18,938) Other income 274 Operating Income 274 Operating Income 106,666 66,839 Foreign exchange gain 23 Interest income 7,532 4,995 Interest expense (3,632) (2,626) Government grants 2,391 181 Income tax expenses 116,927 69,212 Income tax expenses 102,741 49,170 Net income attributable to noncontrolling interests 1 Net income attributable to souFun Holdings Limited's shareholders 102,740 49,170 <	E-commerce services	49,694	25,590
Total revenues 185,048 127,243 Cost of revenues:	Listing services	46,311	20,312
Cost of revenues: (28,532) (20,019) Otal cost of revenues (28,532) (20,019) Gross Profit 156,516 106,424 Operating expenses and income: """"""""""""""""""""""""""""""""""""	Other value-added services	2,558	1,624
Cost of services (28,532) (20,819) Total cost of revenues (28,532) (20,819) Grass Profit 156,516 106,424 Operating expenses and income: (25,415) (20,647) General and administrative expenses (20,739) (18,338) Other income 274 - Operating Income 273 - Foreign exchange gain - 233 Interest income 7,532 4,995 Interest neome 7,532 4,995 Goovernment grants 2,391 181 Income tax expenses (21,416) (20,429) Net income atx expenses 116,927 69,212 Income tax expenses 1 - Net income attributable to noncontrolling interests 1 - Net income attributable to souFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax - 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income attributable to noncontrolling interests	Total revenues	185,048	127,243
Total cost of revenues (28,532) (20,819) Gross Profit 156,516 106,424 Operating expenses and income: (20,739) (18,938) Other income 274 - Operating income 274 - Operating income 106,636 66,839 Foreign exchange gain - 233 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income tax expenses (14,186) (20,042) Interest income taxes and noncontrolling interests (14,186) (20,042) Income tax expenses (14,186) (20,042) Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Income tax expenses (14,186) (20,042) Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (642) Outher comprehensive income, net of tax	Cost of revenues:		
Gross Profit 156,516 106,424 Operating expenses and income: - - Selling expenses (25,415) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 - Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income taxe sand noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income eatributable to noncontrolling interests 1 - Income tax expenses (14,186) (20,042) Net income attributable to SouFum Holdings Limited's shareholders 102,740 49,170 Net income attributable to SouFum Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (642) Ounrealized gain an available-for-sale security - 200	Cost of services	(28,532)	(20,819)
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Selling expenses (25,415) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 - Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income tax expenses 2,391 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Net income attributable to SouFun Holdings Limited's shareholders 1 - Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security - 200 Other comprehensive income attributable to noncontrolling interests 1 - Comprehensive income attributable to noncontrolling interests 1 - Goriegn currency translation 3,524 (842) Unrealized gain on available-for-sale security - 200 Other comprehensive income attributable to noncontrolling interests	Gross Profit	156,516	106,424
General and administrative expenses (20,739) (18,938) Other income 274 Operating Income 110,636 66,839 Foreign exchange gain 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Income tax expenses 1 Income attributable to noncontrolling interests 1 Net income attributable to SouFun Holdings Limited's shareholders 102,741 49,170 Other comprehensive income, net of tax - 200 200 Other comprehensive income, net of tax 200 200 Comprehensive income attributable to noncontrolling interests 1 Comprehensive income, net of tax 200 200 Other comprehensive income, net of tax 200 200 Comprehensive income attribu	Operating expenses and income:		
Other income 274 — Operating Income 110,636 66,839 Foreign exchange gain — 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 16,927 69,212 Income tax expenses (14,186) (20,042) Net income atx expenses 1 — Income atx expenses 102,741 49,170 Net income attributable to noncontrolling interests 1 — Net income attributable to SouFun Holdings Limited's shareholders 102,741 49,170 Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security — 2007 Other comprehensive income, net of tax 3,524 (642) Comprehensive income attributable to noncontrolling interests 1 — Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,265 48,528 Comprehensive income attributable to SouFun H		(25,415)	(20,647)
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Foreign exchange gain 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 116,927 69,212 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 - Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax - 200 200 Other comprehensive income, net of tax - 200 200 Other comprehensive income, net of tax 3,524 (642) 200 Other comprehensive income attributable to noncontrolling interests 1 - 200 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,265 48,528 26422 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 28,528 26,6142 20,6142 <td< td=""><td>Other income</td><td>274</td><td>_</td></td<>	Other income	274	_
Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 - Net income attributable to souFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security - 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income 1 - Comprehensive income attributable to SouFun Holdings Limited's shareholders 1 - Comprehensive income 106,265 48,528 Comprehensive income 1.31 0.64 Diluted 1.31 0.64 Diluted 1.31 0.64 Dil	Operating Income	110,636	66,839
Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 102,740 49,170 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax	Foreign exchange gain	—	23
Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 - Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 102,740 49,170 Other comprehensive income, net of tax - 200 Other comprehensive income, net of tax - 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to souFun Holdings Limited's shareholders 1 - Comprehensive income attributable to noncontrolling interests 1 - Comprehensive income attributable to SouFun Holdings Limited's shareholders 1 - Basic 1 - - 200 Other comprehensive income attributable to SouFun Holdings Limited's shareholders 1 - -		7,532	
Income before income taxes and noncontrolling interests116,92769,212Income tax expenses(14,186)(20,042)Net income102,74149,170Net income attributable to noncontrolling interests1-Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax-200Other comprehensive income, net of tax-200Other comprehensive income, net of tax-200Other comprehensive income, net of tax-200Comprehensive income3,524(642)Comprehensive income attributable to SouFun Holdings Limited's shareholders1-Sourpehensive income106,26548,528Comprehensive income attributable to souFun Holdings Limited's shareholders1-Diluted1.310.641.32Diluted1.320.611.32Basic1.310.643.524Basic78,217,25876,906,873	Interest expense		
Income tax expenses(14,186)(20,042)Net income102,74149,170Net income attributable to noncontrolling interests1-Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax-200Foreign currency translation3,524(842)Unrealized gain on available-for-sale security-200Other comprehensive income, net of tax-200Comprehensive income3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to souFun Holdings Limited's shareholders1-Comprehensive income106,26448,528Comprehensive income attributable to SouFun Holdings Limited's shareholders1.310.64Diluted1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Government grants	2,391	181
Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income attributable to noncontrolling interests 11 Comprehensive income attributable to souFun Holdings Limited's shareholders 106,265 48,528 Basic 106,264 48,528 200 Meighted average number of Class A and Class B ordinary shares outstanding: 131 0.64 Basic 1.31 0.64 1.32 0.61	Income before income taxes and noncontrolling interests	116,927	69,212
Net income102,74149,170Net income attributable to noncontrolling interests1Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax3,524(842)Foreign currency translation3,524(842)Unrealized gain on available-for-sale security200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income1Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.641.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Income tax expenses		
Net income attributable to noncontrolling interests1Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax3,524(842)Foreign currency translation3,524(842)Unrealized gain on available-for-sale security200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:55Basic78,217,25876,906,873	Income tax expenses	(14,186)	(20,042)
Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security — 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 3,524 (642) Comprehensive income attributable to noncontrolling interests 10 — Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 58,217,258 76,906,873	Net income	102,741	49,170
Other comprehensive income, net of tax(842)Foreign currency translation3,524(842)Unrealized gain on available-for-sale security—200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Net income attributable to noncontrolling interests	1	
Foreign currency translation3,524(842)Unrealized gain on available-for-sale security—200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Net income attributable to SouFun Holdings Limited's shareholders	102,740	49,170
Unrealized gain on available-for-sale security—200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Weighted average number of Class A and Class B ordinary shares outstanding:>>Basic78,217,25876,906,873	Other comprehensive income, net of tax		
Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:Basic78,217,25876,906,873	Foreign currency translation	3,524	(842)
Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:58,217,25876,906,873	Unrealized gain on available-for-sale security		200
Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding: Basic78,217,25876,906,873	Other comprehensive income, net of tax	3,524	(642)
Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding: Basic78,217,25876,906,873	Comprehensive income	106,265	48,528
Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 76,906,873 Basic 78,217,258 76,906,873	Comprehensive income attributable to noncontrolling interests	1	_
Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: Basic 78,217,258 76,906,873	Comprehensive income attributable to SouFun Holdings Limited's shareholders	106,264	48,528
Weighted average number of Class A and Class B ordinary shares outstanding:Basic78,217,25876,906,873	Basic	1.31	0.64
Basic 78,217,258 76,906,873	Diluted	1.22	0.61
	Weighted average number of Class A and Class B ordinary shares outstanding:		
Diluted 84,240,621 80,532,484	Basic	78,217,258	76,906,873
	Diluted	84,240,621	80,532,484

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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: November 22, 2013

Exhibit Index

Exhibit 99.1 — Press Release

SouFun Announces Third Quarter 2013 Results

BEIJING, China, November 7, 2013 – SouFun Holdings Limited (NYSE: SFUN) ("**SouFun**"), the leading real estate Internet portal in China, announced today its unaudited financial results for the third quarter of 2013.

Third Quarter 2013 Highlights

- Revenue in the third quarter of 2013 was \$185.0 million, a 45.4% increase from the corresponding period in 2012.
- **Operating income** in the third quarter of 2013 was \$110.6 million, a 65.5% increase from the corresponding period in 2012. **Non-GAAP operating income** in the third quarter of 2013 was \$112.3 million, a 64.3% increase from the corresponding period in 2012.
- **Net income attributable to SouFun's shareholders** was \$102.7 million, representing a year-over-year increase of 108.9%. Fully diluted earnings per share were \$1.22, increased 100% from the corresponding period in 2012.
- **Non-GAAP net income attributable to SouFun's shareholders** was \$96.6 million, representing a year-over-year increase of 72.0%. Non-GAAP fully diluted earnings per share were \$1.15, increased 64.3% from the corresponding period in 2012.

"We are proud of delivering another solid quarter and our 13th straight growth and above guidance quarter since SouFun's IPO." said Vincent Mo, Executive Chairman of SouFun. "Wireless and other new products and services are starting to bring extra income to the company while our leading internet businesses are still in their strong growth seasons and far from reaching maturity. We will continue to explore new lines of businesses by investing in technologies and product development and working with strategic partners for SouFun's future growth and our shareholders' long-term value."

Third Quarter 2013 Results

Revenues

SouFun reported total revenue of \$185.0 million in the third quarter of 2013, representing an increase of 45.4% from the corresponding period in 2012, primarily driven by the growth in listing services and SouFun membership e-commerce services.

Revenue from marketing services was \$86.5 million in the third quarter of 2013, an increase of 8.5% from \$79.7 million in the corresponding period in 2012.

Revenue from e-commerce services was \$49.7 million in the third quarter of 2013, a 94.2% increase from \$25.6 million in the same period in 2012, primarily due to expansion of SouFun membership services in existing and new cities.

Revenue from listing services was \$46.3 million in the third quarter of 2013, an increase of 128.0% from \$20.3 million for the corresponding period in 2012, primarily due to increased paying agent subscribers.

Revenue from other value-added services was \$2.6 million in the third quarter of 2013, an increase of 57.5% from \$1.6 million in the corresponding period in 2012.

Cost of Revenue

Cost of revenue was \$28.5 million in the third quarter of 2013, an increase of 37.0 % from \$20.8 million in the corresponding period in 2012. The increase in cost of revenue was mainly driven by the increase in staff costs and taxes.

Gross margin was 84.6% in the third quarter of 2013, compared to 83.6% in the corresponding period in 2012.

Operating Expenses

Operating expenses were \$46.2 million in the third quarter of 2013, an increase of 16.6% from \$39.6 million for the corresponding period in 2012, reflecting effective cost control.

Selling expenses were \$25.4 million in the third quarter of 2013, an increase of 23.1% from \$20.6 million in the corresponding period in 2012, primarily due to increased staff cost.

General and administrative expenses were \$20.7 million in the third quarter of 2013, an increase of 9.5% from \$18.9 million in the corresponding period in 2012, primarily due to increased staff cost.

Operating Income

Operating income was \$110.6 million in the third quarter of 2013, an increase of 65.5% from \$66.8 million in the corresponding period in 2012, driven by revenue growth and effective cost control.

Income Tax Expenses

Income tax expense was \$14.2 million in the third quarter of 2013, a 29.2% decrease compared to \$20.0 million for the corresponding period in 2012. The decrease was primarily due to a one-time benefit of \$15.1 million resulting from certain subsidiaries being now subject to a lower dividend-related withholding tax rate.

Net Income and EPS

Net income attributable to SouFun's shareholders was \$102.7 million in the third quarter of 2013, a 108.9% increase from \$49.2 million in the corresponding period in 2012. Fully diluted earnings per share were \$1.22 in the third quarter of 2013, doubled from \$0.61 in the corresponding period in 2012.

Adjusted EBITDA

Adjusted EBITDA, defined as non-GAAP net income before income taxes, interest expenses, interest income, depreciation and amortization, was \$117.6 million in the third quarter of 2013, an increase of 67.4% as compared to \$70.2 million in the corresponding period in 2012.

Cash

As of September 30, 2013, SouFun had cash, cash equivalents, and short-term investments (excluding the available-for-sale security) of \$320.7 million, compared to \$143.6 million as of December 31, 2012. Cash flow from operating activities was \$126.3 million in the third quarter of 2013, a 123.7% increase from \$56.4 million in the same period in 2012.

Business Outlook

SouFun raises its total revenue guidance for 2013 from between \$538.0 million and \$548.0 million to between \$605.0 million and \$615.0 million, or from a year-over-year increase of between 25.0% and 27.5% to between 40.6% and 42.9%. This forecast reflects SouFun's current and preliminary view, which is subject to change.

Conference Call Information

SouFun's management team will host a conference call on November 7, 2013 at 8 a.m. U.S. Eastern Daylight Time (9 p.m. Beijing/Hong Kong time).

The dial-in details for the live conference call are:

Please dial in 10 minutes before the call is scheduled to begin and provide the passcode to join the call.

A telephone replay of the call will be available after the conclusion of the conference call at 11:00 a.m. U.S. Eastern Daylight Time on November 7 through November 14, 2013. The dial-in details for the telephone replay are:

International Toll:	+61-2-8199-0299
Toll-Free:	
Mainland China	400-632-2162/ 800-870-0206
Hong Kong	800-963-117
United States	1-855-452-5696

Conference ID: 89920619

A live and archived webcast of the conference call will be available on SouFun's website at http://ir.soufun.com.

About SouFun

SouFun 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 marketing, e-commerce, listing 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-related sectors in China. SouFun currently maintains about 100 offices to focus on local market needs and its website and database contains real estate related content covering more than 320 cities in China. For more information about SouFun, please visit http://ir.soufun.com.

Safe Harbor Statements

This announcement 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. Statements that are not historical facts, including statements about SouFun'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, but are not limited to, SouFun's limited operating history, the current global financial and credit markets crisis and its potential impact on the Chinese economy, measures taken or to be taken by the Chinese government to control real estate growth and prices and other events which could recur in the future.

Further information regarding these and other risks and uncertainties is included in SouFun's annual report on form 20-F and other documents filed with the U.S. Securities and Exchange Commission. SouFun does not assume any obligation to update any forward-looking statements in this release and elsewhere, which apply only as of the date of this press release.

About Non-GAAP Financial Measures

To supplement SouFun's consolidated financial results presented in accordance with United States Generally Accepted Accounting Principles ("GAAP"), SouFun uses in this press release the following measures defined as non-GAAP financial measures by the United States Securities and Exchange Commission: (1) operating income, (2) net income and (3) basic and diluted earnings per ordinary share. The presentation of the non-GAAP financial information is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP. For more information on these non-GAAP financial measures, please see the table captioned "Reconciliation of GAAP and non-GAAP Results" set forth at the end of this press release.

SouFun believes that these non-GAAP financial measures provide meaningful supplemental information to investors regarding its operating performance by excluding share-based compensation expenses and the related tax effects, as well as realized gain on available-for-sale security for the three months ended June 30, 2013, which (1) may not be indicative of SouFun's recurring core business operating results or (2) are not expected to result in future cash payments. These non-GAAP financial measures also facilitate management's internal comparisons to SouFun's historical performance and assist its financial and operational decision making. A limitation of using these non-GAAP financial measures is that share-based compensation has been and will continue to be a significant recurring expense that will continue to exist in SouFun's business for the foreseeable future. Management compensates for these limitations by providing specific information regarding the GAAP amounts excluded from each non-GAAP measure. The accompanying tables have more details on the reconciliation between non-GAAP financial measures and their most directly comparable GAAP financial measures.

For investor and media inquiries, please contact:

Mr. Hong Zhao Vice President of Finance SouFun Holdings Limited **Phone:** +86-10-5631-8707 **Email:** hongzhao@soufun.com

Or

Ms. Yiwen Zhang Investor Relations Manager SouFun Holdings Limited **Phone:** +86-10-5631 8659 **E-mail:** zhangyiwen@soufun.com

Condensed Consolidated Balance Sheets

(U.S. dollars in thousands, except as noted)

ASSETS Current assets: Cash and cash equivalents 294,382 118,167 Restricted cash, current 2216,623 - Short-term investments 263,200 268,41 Accounts receivable, net 63,400 30,029 Funds receivable 55,659 76,000 Prepayment and other current assets 33,349 92,260 Deferred tax assets, current 2,977 27,343 Total current assets 682,710 194,597 Non-current assets 682,710 194,597 Non-current assets 682,710 194,597 Non-current assets 291,552 17,233 Deposit for non-current assets - 8,750 Deposit for non-current assets 13,304 205,651 Total assets 11,503 13,744 Total assets 12,325,227 801,616 Total assets 12,336 206,670 Total assets 12,336 80,616 Total assets 12,336 80,616 Current labibilites 12,33		Sep 30, 2013 (Unaudited)	Dec 31, 2012 (Audited)
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Deferred tax liabilities, non-current86,16764,947Other non-current liabilities475Total non-current liabilities267,392145,697Total Liabilities902,732613,652Equity:Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively7,3447,192Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and 24,336,650 shares issued and outstanding as at September 30, 2013 and 24,336,650 shares issued and outstanding as at September 31, 2012, respectively3,1243,124Additional paid-in capital84,74869,63723,974Accumulated other comprehensive income36,43723,974Retained earnings188,42382,952Total SouFun shareholders' equity320,076186,879Noncontrolling interests714630Total equity320,790187,509			
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Total Liabilities902,732613,652Equity:Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively7,3447,192Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively3,1243,124Additional paid-in capital84,74869,63723,974Accumulated other comprehensive income36,43723,974Retained earnings188,42382,952Total SouFun shareholders' equity714630Noncontrolling interests714630Total equity320,790187,509			
Equity:Image: Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively7,3447,192Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively3,1243,124Additional paid-in capital84,74869,6373,1243,124Additional paid-in capital84,74869,63723,974Retained earnings188,42382,952188,42382,952Total SouFun shareholders' equity714630630630Total equity320,970187,509187,509187,509	Total non-current liabilities	267,392	145,697
Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively7,3447,192Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively3,1243,124Additional paid-in capital84,74869,637Accumulated other comprehensive income36,43723,974Retained earnings188,42382,952Total SouFun shareholders' equity714630Noncontrolling interests714630Total equity320,790187,509	Total Liabilities	902,732	613,652
Class A ordinary shares, par value Hong Kong Dollar ("HK\$") 1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 57,196,844 shares and 56,013,735 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively7,3447,192Class B ordinary shares, par value HK\$1 per share, 600,000,000 shares authorized for Class A and Class B in aggregate, and 24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012, respectively3,1243,124Additional paid-in capital84,74869,637Accumulated other comprehensive income36,43723,974Retained earnings188,42382,952Total SouFun shareholders' equity714630Noncontrolling interests714630Total equity320,790187,509	Equity:		
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24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012 , 3,124 3,124 Additional paid-in capital 84,748 69,637 Accumulated other comprehensive income 36,437 23,974 Retained earnings 188,423 82,952 Total SouFun shareholders' equity 320,076 186,879 Noncontrolling interests 714 630 Total equity 320,790 187,509		,	
Additional paid-in capital 84,748 69,637 Accumulated other comprehensive income 36,437 23,974 Retained earnings 188,423 82,952 Total SouFun shareholders' equity 320,076 186,879 Noncontrolling interests 714 630 Total equity 320,790 187,509	24,336,650 shares and 24,336,650 shares issued and outstanding as at September 30, 2013 and December 31, 2012,	3.124	3.124
Accumulated other comprehensive income 36,437 23,974 Retained earnings 188,423 82,952 Total SouFun shareholders' equity 320,076 186,879 Noncontrolling interests 714 630 Total equity 320,790 187,509			
Retained earnings 188,423 82,952 Total SouFun shareholders' equity 320,076 186,879 Noncontrolling interests 714 630 Total equity 320,790 187,509			
Total SouFun shareholders' equity 320,076 186,879 Noncontrolling interests 714 630 Total equity 320,790 187,509			
Noncontrolling interests 714 630 Total equity 320,790 187,509	-		
Total equity 320,790 187,509			
$\frac{1,223,522}{1,223,522} = \frac{801,161}{1,223,522}$			
	IUTAL LIABILITTES AND EQUITY	1,223,522	801,161

Condensed Consolidated Statements of Comprehensive Income

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

Revenues: 86,465 79,717 Bronnerce services 46,631 20,312 Other value-added services 46,311 20,312 Other value-added services 25,55 1,624 Total revenues 185,048 127,243 Cost of revenues (28,532) (20,819) Total cost of revenues (28,532) (20,819) Total cost of revenues (25,516) 106,424 Operating expenses and income: (25,415) (20,647) General addministrative expenses (20,739) (18,938) Other income 27,4 - Operating expenses (20,739) (18,938) Foreign exchange gain - 233 Interest income 7,532 4,995 Interest sequence (3,532) (20,239) Interest expenses (11,816) (20,042) Income tace sequence 1 - Norter sequence (3,532) (2,825) Interest income 10,2741 49,170 Interest expenses 10		Three mon September 30, 2013	ths ended September 30, 2012
E-commerce services 49,694 25,590 Listing services 46,311 20,312 Other value-added services 2,558 1,624 Total revenues 185,048 127,243 Cost of services (28,532) (20,819) Total cost of revenues (28,532) (20,819) Total cost of revenues (28,532) (20,819) Total cost of revenues (28,532) (20,819) Operating expenses and income: (25,415) (20,647) Operating expenses (20,739) (18,938) Other income 274 - Operating Income 274 - Operating ncome 7,532 4,995 Foreign exchange gain - 231 Interest income 7,532 4,995 Income tax expenses (16,827) 69,212 Income tax expenses (14,186) (20,042) Net income taxes and noncontrolling interests 1 - Income tax expenses (14,186) (20,042) Net income attributable to	Revenues:		
Listing services 46,311 20,312 Other value-added services 2,558 1,624 Total revenues 185,048 127,243 Cost of revenues (28,532) (20,819) Total cost of revenues (28,532) (20,819) Gots of revenues (28,532) (20,819) Operating expenses and income: (25,415) (20,647) General and administrative expenses (20,739) (18,930) Other income 274 - Operating expenses (20,739) (18,930) Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,042) Government grants 116,927 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 102,741 49,170 Other comprehensive income, net of tax - 200 Cost of expenses 102,740 49,170 Other comprehensive income attributable to souFun Holdings Limited's shareholders	Marketing services	86,485	79,717
Other value-added services 2,558 1,624 Total revenues 185,048 127,243 Cost of services (28,532) (20,819) Total cost of revenues (28,532) (20,819) Total cost of revenues (25,516 106,424 Operating expenses and income: (25,415) (20,647) Selling expenses and administrative expenses (20,739) (18,938) Other income 274 Operating Income 106,636 66,839 Foreign exchange gain 23 Interest income 110,636 66,839 Foreign exchange gain 23 Interest income 7,532 4,995 Interest expenses (3,632) (2,826) Government grants 2,391 181 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 Net income attributable to sourin Holdings Limited's shareholders 102,740 49,170 </td <td>E-commerce services</td> <td>49,694</td> <td>25,590</td>	E-commerce services	49,694	25,590
Total revenues 185,048 127,243 Cost of revenues: (28,532) (20,819) Total cost of revenues (28,532) (20,819) Gross Profit (26,512) (20,819) Gross Profit (25,415) (20,647) General and administrative expenses (20,739) (18,938) Other income (27,44) - Operating expenses and income: (26,515) (20,647) General and administrative expenses (20,739) (18,938) Other income (27,44) - Operating Income (27,44) - Operating Income (23,415) (20,647) General and administrative expenses (20,739) (18,938) Interest income 7,532 4,995 Interest income (3,632) (2,262) Government grants (16,927) 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 10 - Income tax additional profesins eacurity - -		46,311	20,312
Cost of revenues: (28,532) (20,819) Total cost of revenues (28,532) (20,819) Gross Profit 156,516 106,424 Operating expenses and income: (25,415) (20,673) General and administrative expenses (20,739) (18,938) Other income 274 Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4.995 Interest income taxes and noncontrolling interests (16,927 69,212 Income tefore income taxes and noncontrolling interests 116,927 69,212 Income tefore income taxes and noncontrolling interests 11 - Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Net income attributable to souFun Holdings Limited's shareholders 3,524 (642) Outper comprehensive income, net of tax - 200 Other comprehensive income, net of tax - 200 Other comprehensive income, net of tax	Other value-added services	2,558	1,624
Cost of services (28,532) (20,819) Total cost of revenues (28,532) (20,819) Gross Profit 156,516 106,424 Operating expenses and income: (24,15) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 - Operating Income 274 - Foreign exchange gain - 233 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income tax expenses 116,927 69,212 Income tax expenses 116,927 69,212 Income tax expenses 1 - Other comprehensive income, net of tax 3,524 (422) Outher comprehensive income, net of tax 3,524 (642) Comprehensive income attributable to noncontrolling intere	Total revenues	185,048	127,243
Total cost of revenues (28,532) (20,619) Gross Profit 156,516 106,424 Operating expenses and income:	Cost of revenues:		
Gross Profit 155,516 106,424 Operating expenses and income: -	Cost of services	(28,532)	(20,819)
Operating expenses and income: (25,415) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income taxe spenses (14,186) (20,042) Net income (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Net income attributable to souFun Holdings Limited's shareholders 102,741 49,170 Other comprehensive income, net of tax - 200 200 Other comprehensive income, net of tax - 200 200 Other comprehensive income attributable to noncontrolling interests 1 - Comprehensive income attributable to noncontrolling interests 1 - Comprehensive inc	Total cost of revenues	(28,532)	(20,819)
Operating expenses and income: (25,415) (20,647) General and administrative expenses (20,739) (18,938) Other income 274 Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income taxe spenses (14,186) (20,042) Net income (14,186) (20,042) Net income attributable to noncontrolling interests 1 - Net income attributable to souFun Holdings Limited's shareholders 102,741 49,170 Other comprehensive income, net of tax - 200 200 Other comprehensive income, net of tax - 200 200 Other comprehensive income attributable to noncontrolling interests 1 - Comprehensive income attributable to noncontrolling interests 1 - Comprehensive inc	Gross Profit	156,516	106,424
General and administrative expenses (20,739) (18,936) Other income 274 — Operating Income 110,636 66,839 Foreign exchange gain — 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses	Operating expenses and income:		
Other income 274 — Operating Income 110,636 66,839 Foreign exchange gain — 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 1 — Income attributable to SouFun Holdings Limited's shareholders 102,741 49,170 Net income attributable to SouFun Holdings Limited's shareholders 102,741 49,170 Other comprehensive income, net of tax — 200 Foreign currency translation 3,524 (642) Outper comprehensive income, net of tax — 200 Comprehensive income attributable to noncontrolling interests 1 — Comprehensive income attributable to souFun Holdings Limited's shareholders 106,265 48,528 Comprehensive income attributable to souFun Holdings Limited's shareholders 106,264 48,528	Selling expenses	(25,415)	(20,647)
Operating Income 110,636 66,839 Foreign exchange gain - 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income (14,186) (20,042) Net income attributable to noncontrolling interests 11 - Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax - 200 Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security - 200 Other comprehensive income 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 1.32 0.64 Dilued 1.32 <t< td=""><td>General and administrative expenses</td><td>(20,739)</td><td>(18,938)</td></t<>	General and administrative expenses	(20,739)	(18,938)
Foreign exchange gain — 23 Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,740 49,170 Net income attributable to souFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax — 200 Foreign currency translation 3,524 (642) Unrealized gain on available-for-sale security — 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to noncontrolling interests 1 — Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,265 48,528 Basic 1.31 0.64 48,528 Basic 1.31 0.64 1.22 0.61 Uited	Other income	274	_
Interest income 7,532 4,995 Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 Net income attributable to souFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income 1 Comprehensive income attributable to souFun Holdings Limited's shareholders 1 Comprehensive income 106,265 48,528 Comprehensive income 1.31 0.64 Diluted 1.31 0.64 Diluted 1.31 0.64 <td< td=""><td>Operating Income</td><td>110,636</td><td>66,839</td></td<>	Operating Income	110,636	66,839
Interest expense (3,632) (2,826) Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income attributable to noncontrolling interests 102,741 49,170 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax - 2000 Poreign currency translation 3,524 (642) Unrealized gain on available-for-sale security - 2000 Other comprehensive income, net of tax - 2000 Comprehensive income 106,265 48,528 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,265 48,528 Comprehensive income attributable to noncontrolling interests 1 - - Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,265 48,528 Basic 1.31 0.64 0.122 0.61 Diluted 1.22 0.61 0.22 0.61 Basic 1.32 0.64 0.122 <td>Foreign exchange gain</td> <td>—</td> <td></td>	Foreign exchange gain	—	
Government grants 2,391 181 Income before income taxes and noncontrolling interests 116,927 69,212 Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 - Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 102,740 49,170 Other comprehensive income, net of tax - 2000 Other comprehensive income, net of tax - 2000 Other comprehensive income 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to SouFun Holdings Limited's shareholders 1 - Comprehensive income attributable to noncontrolling interests 1 - Comprehensive income attributable to SouFun Holdings Limited's shareholders 1 - Basic 131 0.61 48,528 Basic 1.31 0.61 1.32 0.61 Diluted 1.32 0.61	Interest income	<i>y</i>	
Income before income taxes and noncontrolling interests116,92769,212Income tax expenses(14,186)(20,042)Net income102,74149,170Net income attributable to noncontrolling interests1Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax200Foreign currency translation3,524(842)Unrealized gain on available-for-sale security200Other comprehensive income, net of tax200Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.641.310.64Diluted1.320.610.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Interest expense	(3,632)	(2,826)
Income tax expenses(14,186)(20,042)Net income102,74149,170Net income attributable to noncontrolling interests1-Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax-200Foreign currency translation3,524(842)Unrealized gain on available-for-sale security-200Other comprehensive income, net of tax-200Comprehensive income3,524(642)Comprehensive income attributable to noncontrolling interests1-Comprehensive income attributable to souFun Holdings Limited's shareholders106,26548,528Comprehensive income attributable to noncontrolling interests1-Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Diluted1.310.641.320.64Basic1.310.641.220.61Weighted average number of Class A and Class B ordinary shares outstanding:-78,217,25876,906,873	Government grants	2,391	181
Income tax expenses (14,186) (20,042) Net income 102,741 49,170 Net income attributable to noncontrolling interests 1 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Unrealized gain on available-for-sale security 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income 1 Comprehensive income attributable to noncontrolling interests 1 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding:	Income before income taxes and noncontrolling interests	116,927	69,212
Net income102,74149,170Net income attributable to noncontrolling interests1Net income attributable to SouFun Holdings Limited's shareholders102,74049,170Other comprehensive income, net of tax3,524(842)Foreign currency translation3,524(842)Unrealized gain on available-for-sale security200Other comprehensive income, net of tax3,524(642)Comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.641.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873	Income tax expenses		
Net income attributable to noncontrolling interests 1 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to noncontrolling interests 1 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 321,2258 76,906,873	Income tax expenses	(14,186)	(20,042)
Net income attributable to noncontrolling interests 1 Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 106,265 48,528 Comprehensive income attributable to noncontrolling interests 1 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 321,2258 76,906,873	Net income	102,741	49,170
Net income attributable to SouFun Holdings Limited's shareholders 102,740 49,170 Other comprehensive income, net of tax 3,524 (842) Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security — 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 3,524 (642) Comprehensive income attributable to noncontrolling interests 106,265 48,528 Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 58,217,258 76,906,873	Net income attributable to noncontrolling interests		_
Other comprehensive income, net of tax 3,524 (842) Foreign currency translation 3,524 (842) Unrealized gain on available-for-sale security — 200 Other comprehensive income, net of tax 3,524 (642) Comprehensive income 3,524 (642) Comprehensive income attributable to noncontrolling interests 10 — Comprehensive income attributable to SouFun Holdings Limited's shareholders 106,264 48,528 Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: — — Basic 78,217,258 76,906,873		102,740	49,170
Foreign currency translation3,524(842)Unrealized gain on available-for-sale security—200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:78,217,25876,906,873			
Unrealized gain on available-for-sale security—200Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:—Basic78,217,25876,906,873		3,524	(842)
Other comprehensive income, net of tax3,524(642)Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:58,217,25876,906,873			200
Comprehensive income106,26548,528Comprehensive income attributable to noncontrolling interests1—Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:58,217,25876,906,873		3,524	(642)
Comprehensive income attributable to SouFun Holdings Limited's shareholders106,26448,528Basic1.310.64Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:UUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUUU		106,265	48,528
Basic 1.31 0.64 Diluted 1.22 0.61 Weighted average number of Class A and Class B ordinary shares outstanding: 76,906,873 Basic 78,217,258 76,906,873	Comprehensive income attributable to noncontrolling interests	1	
Diluted1.220.61Weighted average number of Class A and Class B ordinary shares outstanding:Basic78,217,25876,906,873	Comprehensive income attributable to SouFun Holdings Limited's shareholders	106,264	48,528
Weighted average number of Class A and Class B ordinary shares outstanding:Basic78,217,25876,906,873	Basic	1.31	0.64
Basic 78,217,258 76,906,873	Diluted	1.22	0.61
	Weighted average number of Class A and Class B ordinary shares outstanding:		
Diluted 84,240,621 80,532,484	Basic		
	Diluted	84,240,621	80,532,484

Reconciliation of GAAP and Non-GAAP Results

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

	Three months ended	
	Sep. 30, 2013	Sep. 30, 2012
GAAP income from operations	110,636	66,839
Share-based compensation expense	1,711	1,531
Non-GAAP income from operations	112,347	68,370
GAAP net income	102,741	49,170
One-off tax benefit	(15,101)	—
Withholding tax related to dividends	7,224	5,463
Share-based compensation expense	1,711	1,531
Non-GAAP net income	96,575	56,164
Net Income attributable to SouFun Holdings Limited shareholders	102,740	49,170
One-off tax benefit	(15,101)	—
Withholding tax related to dividends	7,224	5,463
Share-based compensation expense	1,711	1,531
Non-GAAP net Income attributable to SouFun Holdings Limited shareholders	96,574	56,164
GAAP earnings per share for Class A and Class B ordinary shares:		
Basic	1.31	0.64
Diluted	1.22	0.61
Non-GAAP earnings per share for Class A and Class B ordinary shares:		
Basic	1.23	0.73
Diluted	1.15	0.70
Weighted average number of Class A and Class B ordinary shares outstanding:		
Basic	78,217,258	76,906,873
Diluted	84,240,621	80,532,484

SouFun Holdings Limited Reconciliation of Non-GAAP and Adjusted EBITDA

(U.S. dollars in thousands)

	Three mor	Three months ended	
	Sep. 30, 2013	Sep. 30, 2012	
Non-GAAP Net income	96,575	56,164	
Add back:			
Interest expense	3,632	2,826	
Income tax expenses	22,063	14,579	
Depreciation expenses	2,817	1,659	
Subtract:			
Interest income	(7,532)	(4,995)	
Adjusted EBITDA	117,555	70,233	