

Phoenix New Media Ltd  
Form CB  
October 21, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|   |                                  |
|---|----------------------------------|
| Securities Act Rule 801 (Rights Offering)                                 | <input type="radio"/>            |
| Securities Act Rule 802 (Exchange Offer)                                  | <input type="radio"/>            |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)                       | <input checked="" type="radio"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer)                     | <input type="radio"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response)                     | <input type="radio"/>            |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="radio"/>            |

**Phoenix New Media Limited**

(Name of Subject Company)

**Not Applicable**

(Translation of Subject Company's Name into English (if applicable))

**Cayman Islands**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Phoenix New Media Limited**

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(Name of Person(s) Furnishing Form)

**Options to purchase Class A ordinary shares, par value \$0.01 per share granted under Phoenix  
New Media Limited Share Option Scheme of 2008**

(Title of Class of Subject Securities)

**Not Applicable**

(CUSIP Number of Class of Securities (if applicable))

**Ms. Betty Yip Ho  
Chief Financial Officer  
Sinolight Plaza, Floor 16  
No. 4 Qiyang Road  
Wangjing, Chaoyang District, Beijing 100102  
People's Republic of China  
+(86 10) 6067-6869**

(Name, Address (including zip code) and Telephone Number (including area code) of

Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**October 21, 2016**

(Date Tender Offer/Rights Offering Commenced)

**PART I INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. *Home Jurisdiction Documents***

(a) The following documents, which are attached as exhibits hereto, were distributed to holders of eligible options to purchase Class A ordinary shares, par value \$0.01 per share, granted under the Phoenix New Media Limited Share Option Scheme of 2008.

Exhibit A: Offer to Exchange Certain Outstanding Options for New Options

Exhibit B: Form of Individual Statement

Exhibit C: Election Form and Release Agreement

(b) Not applicable.

**Item 2. *Informational Legends***

A legend compliant with Rule 802(b) under the Securities Act of 1933, as amended, has been included on the cover page of Exhibit A.

**PART II INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

(1) Not applicable.

(2) Not applicable.

(3) Not applicable.

**PART III CONSENT TO SERVICE OF PROCESS**

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- (1) Written irrevocable consent and power of attorney on Form F-X filed concurrently with the Securities and Exchange Commission on October 21, 2016.
- (2) Not applicable.

**PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Betty Yip Ho  
(Signature)

Betty Yip Ho, Chief Financial Officer  
(Name and Title)

October 21, 2016  
(Date)