



DIVISION OF
CORPORATION FINANCE

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

June 11, 2012

Via E-mail

Vincent Tianquan Mo, Executive Chairman
SouFun Holdings Limited
8th Floor, Tower 3, Xihuan Plaza
No. 1 Xizhimenwai Avenue
Xicheng District, Beijing 100044
PRC

**Re: SouFun Holdings Limited
Amendment No. 1 to Registration Statement on Form F-3
Filed June 1, 2012
File No. 333-181407**

Dear Mr. Mo:

We have reviewed your amended registration statement and have the following comment.

Incorporation of Documents by Reference, page 29

1. Please incorporate by reference the Form 6-K filed on May 15, 2012 or tell us why this is not required. Refer to Item 8.A.5 of Form 20-F.

If you have any questions regarding these comments, please contact Matthew Crispino, Staff Attorney, at (202) 551-3456 or, in his absence, me at (202) 551-3462. Should you require further assistance, you may contact Barbara C. Jacobs, Assistant Director, at (202) 551-3735.

Sincerely,

/s/ Mark P. Shuman

Mark P. Shuman
Branch Chief - Legal

cc: Via E-mail
Barry E. Taylor, Esq.
Wilson Sonini Goodrich & Rosati