
**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 October 2014

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):

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: October 15, 2014

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Exhibit 99.1 — Press Release

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SouFun to Hold 2014 Annual General Meeting on November 12, 2014

BEIJING, October 14, 2014 /PRNewswire/ — SouFun Holdings Limited (NYSE: SFUN) (“SouFun” or the “Company”), the leading real estate Internet portal in China, today announced that it will hold its 2014 annual general meeting of shareholders at Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People’s Republic of China on November 12, 2014 at 10:30 a.m. (local time). The only proposal to be submitted for shareholders’ approval at the annual general meeting is the re-election of Mr. Sol Trujillo as a member of the Board of Directors of the Company (the “Board”). The Board has fixed October 10, 2014 as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of the annual general meeting or any adjournment or postponement thereof. Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to attend the annual general meeting and any adjournment or postponement thereof in person.

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 in 2013, according to DCCI, an independent market research institution commissioned by us. 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 330 cities in China. For more information about SouFun, please visit <http://ir.fang.com>.

Contacts

For investor and media inquiries, please contact:

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SOUFUN HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(NYSE: SFUN)

NOTICE OF ANNUAL GENERAL MEETING
to Be Held on November 12, 2014
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of SouFun Holdings Limited (the “**Company**”) will be held at Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People’s Republic of China on November 12, 2014 at 10:30 a.m. (local time), and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following ordinary resolution to re-elect Mr. Sol Trujillo as a member of the Board of Directors of the Company (the “**Board**”).

Mr. Trujillo, whose biography is included in Exhibit A attached hereto, was previously appointed as a director of the Company by the Board on August 7, 2014. Pursuant to Article 86 of the Company’s Articles of Association, a director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The Board has provided the following resolution for approval by the Company’s shareholders:

“**RESOLVED THAT**, Mr. Sol Trujillo be, and hereby is, re-elected as a member of the Board.”

The Board has fixed the close of business on October 10, 2014 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned or postponed meeting thereof. The Board recommends the shareholders to vote FOR the resolution.

The Company’s ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. In respect of the matters requiring shareholders’ vote at the AGM, each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 10 votes. Shares underlying the Company’s American depositary shares (“**ADSs**”) are Class A ordinary shares. Five ADSs represent one Class A ordinary share.

Voting by Holders of Ordinary Shares

Holders of record of the Company’s Class A and Class B ordinary shares at the close of business on the Record Date are entitled to vote at the AGM and any adjourned or postponed meeting thereof and are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than the time appointed for the AGM to ensure your representation at such meeting. Please refer to the proxy form, which is attached to and made a part of this notice.

Voting by Holders of ADSs

Holders of ADSs who wish to exercise their voting rights for the underlying Class A shares must act through JPMorgan Chase Bank, N.A., the depository of the Company's ADS program (the "**Depository**"), by submitting a Voting Instruction Card to the Depository. The Depository has advised us that it intends to mail to all ADS holders a Voting Instruction Card containing a link to the Company's website (<http://ir.fang.com>) containing this the notice of AGM. If you wish to have the Depository, through its nominee or nominees, vote or execute a proxy to vote the Class A ordinary shares represented by your ADSs, please execute and forward to the Depository the Voting Instruction Card sent to you by the Depository. A postage-paid envelope will be provided to you for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly how you wish to vote in regard to the Company's proposal. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card must be forwarded in sufficient time to reach the Depository before 12:00 p.m. (Eastern Standard Time), November 6, 2014. Only the registered holders of record at the close of business on October 10, 2014 will be entitled to execute the Voting Instruction Card.

Shareholders may obtain a copy of the Company's annual report, free of charge, from the Company's website at <http://ir.fang.com>, or by contacting IR Department, SouFun Holdings Limited, Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People's Republic of China, Telephone: +86-10-5631-8659, email: ir@soufun.com.

By Order of the Board of Directors,
/s/ Vincent Tianquan Mo
Vincent Tianquan Mo
Executive Chairman

Beijing, October 14, 2014

Exhibit A
Biography of Mr. Sol Trujillo

Mr. Sol Trujillo, 62, has been a director of the Company since August 2014. Sol is an international business executive with three decades' experience as CEO of large market cap global companies in the US, the EU, and Asia-PAC, including US West (now CenturyLink), Orange (now France Telecom) and Telstra, the Australian communications company. A digital pioneer operating in the telecommunications, technology, and media space, Sol has been a long-time champion of high-speed broadband and a pioneer and innovator of smart phone and the mobile Internet to stimulate productivity and innovation across all sectors of the economy. He has managed operations in more than 25 countries — including developed and emerging markets from the EU and North America to China, South Asia, Africa and the Middle East.

Sol currently sits on corporate boards in the US, EU, and China — including in the US, Western Union and ProAmerica Bank; WPP plc in the EU; and in Asia, Silk Road Technologies in China, where he is board chairman.

Sol has previously served on the boards of Target, Bank of America, PepsiCo, EDS, Orange, Telstra, and Gannett, the newspaper chain that includes USA Today. In the public sector, Mr. Trujillo served as a trade policy advisor to the Clinton and Bush administrations and remains active on public policy issues related to immigration, trade, productivity, and fiscal affairs.

In recognition of his lifetime commitment to workplace diversity, Sol received the Ronald H. Brown Corporate Bridge-Builder Award from President Clinton in 1999. Most recently, Sol received the prestigious National Hispanic Hero Award from the United States Hispanic Leadership Institute (USHLI), in recognition of his distinguished career and extraordinary accomplishments in the telecommunications industry, his advocacy on behalf of Hispanics, and his leadership in and efforts to re-brand the Hispanic community.

Born in 1951 in Cheyenne, Wyoming, Mr. Trujillo holds a Bachelor of Science in business and an MBA (finance) from the University of Wyoming with honorary doctorates from both the University of Wyoming and the University of Colorado.

SOUFUN HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(NYSE: SFUN)

FORM OF PROXY FOR ANNUAL GENERAL MEETING
(or any adjourned or postponed meeting thereof)
to Be Held on November 12, 2014

Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of SouFun Holdings Limited, a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding Class A and Class B ordinary shares of the Company, par value HK\$1.00 per share (collectively, the “**Ordinary Shares**”) to be exercised at the Annual General Meeting of the Company (the “**AGM**”) to be held at Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People’s Republic of China on November 12, 2014 at 10:30 a.m. (local time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “**AGM Notice**”). This Form of Proxy and the accompanying AGM Notice are first being mailed to the shareholders of the Company on or about October 14, 2014.

Only the holders of record of the Ordinary Shares at the close of business on October 10, 2014 (the “**Record Date**”) are entitled to notice of and to vote at the AGM. **In respect of the matters requiring shareholders’ vote at the AGM, each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 10 votes. Shares underlying the Company’s American depositary shares (“ADSs”) are Class A ordinary shares.** Five ADSs represent one Class A ordinary share. Holders of ADSs who wish to exercise their voting rights for the underlying Class A shares must act through JPMorgan Chase Bank, N.A., the depositary of the Company’s ADS program. As of the close of business on the Record Date, 58,227,536 Class A ordinary shares (including Class A ordinary shares underlying ADSs) and 24,336,650 Class B ordinary shares were outstanding.

The quorum of the AGM is two shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative representing shares carrying a majority of the rights to vote of all rights of all shares entitled to attend and vote at the AGM throughout the AGM.

Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the AGM acts as proxy and is entitled to exercise his discretion, he has indicated he will vote the shares FOR the resolution. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the AGM. However, if any other matter properly comes before the AGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at the offices of Offshore Incorporations (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman, KY1-1112, Cayman Islands, with a copy delivered to its principal executive offices at F9M, Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People's Republic of China or (ii) by voting in person at the AGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company's principal executive offices (to the attention of: Connie Yang) at F9M, Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People's Republic of China as soon as possible so that it is received by the Company no later than the time appointed for the AGM.

SOUFUN HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(NYSE: SFUN)

FORM OF PROXY FOR ANNUAL GENERAL MEETING
to Be Held on November 12, 2014
(or any adjourned or postponed meeting thereof)

I/We _____ [insert name] of _____ [insert address] being the registered holder of _____ Class ___ ordinary shares ¹, par value HK\$1.00 per share, of SouFun Holdings Limited (the “**Company**”) hereby appoint the Chairman of the Annual General Meeting (the “**Chairman**”) ² or _____ of _____ as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People’s Republic of China, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, in his or her discretion ³.

RESOLUTION: The ordinary resolution as set out in the Notice of Annual General Meeting regarding the re-election of Mr. Sol Trujillo as a member of the Board of Directors of the Company.

FOR AGAINST ABSTAIN

Dated _____, 2014 Signature(s) ⁴ _____

1. Please insert the number and class of shares registered in your name(s) to which this proxy relates. If no number or class is inserted, this Form of Proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. If any proxy other than the Chairman is preferred, strike out the words “**the Chairman of the Annual General Meeting**” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his or her stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**

3. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK THE BOX MARKED “ABSTAIN”.** The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the AGM as indicated or, if no instruction is given, the proxy will vote the shares in his or her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the Chairman acts as proxy and is entitled to exercise his discretion, he has indicated his intent to vote the shares FOR the resolution. As to any other business that may properly come before the AGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. Your proxy will also be entitled to vote or abstain at his or her discretion on any amendment to the resolution referred to in the AGM Notice which has been properly put to the AGM.
4. This Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under the hand of an officer or attorney duly authorized to sign the same.

SOUFUN HOLDINGS LIMITED

**TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS (“ADRs”)
REPRESENTING ORDINARY SHARES OF
SOUFUN HOLDINGS LIMITED**

FOLD AND DETACH HERE

FOR AGAINST ABSTAIN

Resolution 1

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company.
PLEASE NOTE: Marking this box voids any other instructions indicated above.

Address Change

Mark box, sign and indicate changes/comments below:

Sign Below

Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Ordinary Resolution

1. To consider and, if thought fit, pass the following ordinary resolution to re-elect Mr. Sol Trujillo as a member of the Board of Directors of the Company (the “**Board**”):

“**RESOLVED THAT**, Mr. Sol Trujillo be, and hereby is, re-elected as a member of the Board.”

SouFun Holdings Limited
JPMorgan Chase Bank, N.A., Depository
P.O. Box 64507, St. Paul, MN 55164-0507

Voting Instruction Card

JPMorgan Chase Bank, N.A. (the “Depository”) has received notice that the Annual General Meeting (the “Meeting”) of SouFun Holdings Limited (the “Company”) will be held at 10:30 a.m. (Beijing time), on Wednesday, November 12, 2014 at Building 5, Zone 4, Hanwei International Plaza, No. 186 South 4th Ring Road, Fengtai District, Beijing 100160, the People’s Republic of China, for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your ADRs FOR, AGAINST or to ABSTAIN from voting on the Resolution to be proposed at the Meeting, kindly execute and forward to the Depository, the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly how you wish to vote in regard to each of the Company’s Proposals. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card **MUST** be forwarded in sufficient time to reach the Depository before 12:00 p.m. (Eastern Standard Time), November 6, 2014. Only the registered holders of record at the close of business on October 10, 2014 will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Ordinary Shares of the Company, of record on October 10, 2014, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote at the Meeting the underlying Ordinary Shares of the Company represented by ADRs, in accordance with the instructions given below.

To view the AGM Notice and Proxy Statement, please visit <http://ir.fang.com>

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card **MUST** be returned before 12:00 p.m. (Eastern Standard Time), on November 6, 2014.

JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.