
**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 June 2012

Commission File Number: 001-34862

SOUFUN HOLDINGS LIMITED

(Exact name of registrant as specified in its charter)

8/F, T3 Xihuan Plaza, 1 Xizhimenwai Avenue, Xicheng District,
Beijing 100044, 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):

This Form 6-K sets forth our unaudited financial results as of and for the three months ended March 31, 2012 and a discussion of these results which we previously publicly released on May 15, 2012. We have also included, as required by Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 220 Comprehensive Income effective for 2012, a table which sets forth net income, components of other comprehensive income, total other comprehensive income and total comprehensive income in one continuous statement rather than in the statement of shareholders' equity or in the footnotes for our historical annual financial statements included in our annual report on Form 20-F for the year ended December 31, 2011.

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

This Form 6-K is being incorporated by reference into the our Registration Statement on Form F-3 (File No. 333-181407).

Financial Results for First Quarter 2012

Revenues

For the first quarter of 2012, SouFun had total revenues of US\$58.5 million, an increase of 43.4% compared to US\$40.8 million for the same period of 2011. The increase primarily came from the New Home business line.

Revenue from marketing services was US\$34.3 million for the first quarter of 2012, an increase of 21.5% compared to US\$28.2 million for the same period of 2011.

Revenue from listing services was US\$10.9 million for the first quarter of 2012, a decrease of 3.0% compared to US\$11.3 million for the same period of 2011.

Revenue from e-commerce services was US\$12.0 million for the first quarter of 2012, a substantial increase from US\$0.10 million for the same period in 2011. The increase came mainly from Soufun card membership services.

Since 2012 we have changed the classification of revenue in our consolidated statements of comprehensive income by reclassifying revenue from SouFun card membership service from other value-added services to e-commerce service. We believe this reclassification provides better operating information and is in line with current development of our business.

Revenue from other value-added services and products was US\$1.3 million for the first quarter of 2012, an increase of 2.6% compared to US\$1.2 million for the same period of 2011.

Cost of Revenue

Cost of revenue was US\$16.5 million for the first quarter of 2012, an increase of 25.0% compared to US\$13.2 million for the same period of last year. The increase is primarily due to the increased staff cost and business tax.

Operating Expenses

Operating expenses for the first quarter of 2012 were US\$28.3 million, an increase of 30.6 % compared to US\$21.7 million for the same period of 2011.

Selling expenses for the first quarter of 2012 were US\$14.5 million, an increase of 18.6% from US\$12.2 million for the same period of 2011, primarily due to increased staff cost.

General and administrative expenses for the first quarter of 2012 were US\$13.8 million, an increase of 46.0% from US\$9.5 million for the same period of 2011, primarily due to the increased staff cost, allowance for doubtful accounts.

Operating Income

Operating income for the first quarter of 2012 was US\$13.7 million, an increase of 131.3% compared to US\$5.9 million for the same period of 2011.

Income Tax Expense

Income tax expense for the first quarter of 2012 was US\$1.9 million, a slight decrease of 8.8% compared to US\$2.1 million for the same period of 2011. The decrease was primarily due to the fact that two PRC subsidiaries obtained the certificate for “Software Enterprise” in 2012 and began to enjoy tax holiday.

Net Income Attributable to SouFun Holdings Limited’s Shareholders

Net income attributable to SouFun Holdings Limited’s shareholders for the first quarter of 2012 was US\$14.5 million, an increase of 152.9% from US\$5.7 million for the same period of 2011.

Cash Flow

As of March 31, 2012, SouFun had cash, cash equivalents, and short-term investments (excluding the effect from available-for-sale securities) of US\$140.4 million, compared to US\$158.3 million as of December 31, 2011, the decrease was primarily due to the dividends paid to shareholders in the first quarter of 2012.

Cash flow from operating activities was US\$28.0 million for the first quarter of 2012, compared to US\$34.6 million for the same period of 2011. The decrease was primarily due to less advances from customers.

SouFun Holdings Limited
Unaudited Condensed Consolidated Balance Sheets
(in U.S. dollars in thousands)

| | March 31, 2012 | December 31, 2011 |
|---|-----------------------|-----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | 114,934 | 150,414 |
| Restricted cash, current | 35,851 | 35,814 |
| Short-term investments | 26,063 | 8,592 |
| Accounts receivable, net | 29,359 | 27,697 |
| Prepayment and other current assets | 11,782 | 9,695 |
| Loan receivable | 12,691 | 26,143 |
| Amounts due from related parties | 1,397 | 1,595 |
| Deferred tax assets, current | 1,334 | 1,602 |
| Total current assets | <u>233,411</u> | <u>261,552</u> |
| Non-current assets: | | |
| Property and equipment, net | 67,322 | 68,064 |
| Restricted cash, non-current portion | 263,199 | 247,631 |
| Deferred tax assets, non current | 1,251 | 1,407 |
| Deposit for non-current assets | 13,107 | — |
| Other non-current assets | 1,687 | 1,717 |
| Total non-current assets | <u>346,566</u> | <u>318,819</u> |
| Total assets | <u>579,977</u> | <u>580,371</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Short-term loans | 270,570 | 255,570 |
| Deferred revenue | 83,000 | 73,620 |
| Accrued expenses and other liabilities | 61,047 | 52,490 |
| Dividend payable | 1,780 | 51,969 |
| Income tax payable | 13,810 | 16,158 |
| Total current liabilities | <u>430,207</u> | <u>449,807</u> |
| Non-current liabilities: | | |
| Deferred tax liabilities, non-current | 38,602 | 38,581 |
| Total non-current liabilities | <u>38,602</u> | <u>38,581</u> |
| Total Liabilities | <u>468,809</u> | <u>488,388</u> |
| Shareholders' equity: | | |
| Class A and Class B Ordinary shares (par value of HK\$1 per share: 600,000,000 shares authorized; 78,150,568 (Class A-53,813,918 and Class B-24,336,650) with par value of US\$10,032 (Class A-US\$6,908 and Class B-US\$3,124) and 78,840,890 (Class A-54,504,240 and Class B 24,336,650) with par value of US\$10,121 (Class A-US\$6,997 and Class B-US\$3,124) shares issued and outstanding as of December 31, 2011 and March 31, 2012) | 10,121 | 10,032 |
| Additional paid-in capital | 54,336 | 49,838 |
| Accumulated other comprehensive income | 21,992 | 21,853 |
| Retained earnings | 24,719 | 10,185 |
| Total SouFun Holdings Limited shareholders' equity | <u>111,168</u> | <u>91,908</u> |
| Noncontrolling interests | — | 75 |
| Total shareholders' equity | <u>111,168</u> | <u>91,983</u> |
| TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY | <u>579,977</u> | <u>580,371</u> |

SouFun Holdings Limited
Unaudited Condensed Consolidated Statements of Comprehensive Income
(in U.S. dollars in thousands, except share data)

| | For the three months ended March 31, 2012 | March 31, 2011 |
|--|---|-------------------|
| Revenues: | | |
| Marketing services | 34,252 | 28,190 |
| Listing services | 10,934 | 11,277 |
| E-commerce services | 12,045 | 95 |
| Other value-added services | 1,259 | 1,227 |
| Total revenues | 58,490 | 40,789 |
| Cost of revenues: | | |
| Cost of services | (16,522) | (13,218) |
| Total cost of revenues | (16,522) | (13,218) |
| Gross Profit | 41,968 | 27,571 |
| Operating expenses: | | |
| Selling expenses | (14,458) | (12,187) |
| General and administrative expenses | (13,823) | (9,466) |
| Total operating expenses | (28,281) | (21,653) |
| Operating Income | 13,687 | 5,918 |
| Foreign exchange (loss) gain | (2) | 26 |
| Interest income | 4,427 | 1,377 |
| Interest expenses | (2,093) | (42) |
| Realized gain—trading securities | — | 55 |
| Government grants | 437 | 499 |
| Other-than-temporary impairment on available-for-sale securities | (14) | — |
| Income before income taxes and noncontrolling interests | 16,442 | 7,833 |
| Income tax expenses | | |
| Income tax expense | (1,908) | (2,091) |
| Net income | 14,534 | 5,742 |
| Net loss attributable to noncontrolling interests | — | (5) |
| Net income attributable to SouFun Holdings Limited's shareholders | 14,534 | 5,747 |
| Other comprehensive income, net of tax | | |
| Foreign currency translation adjustments | 139 | 2,313 |
| Other comprehensive income, net of tax | 139 | 2,313 |
| Comprehensive income | 14,673 | 8,055 |
| Comprehensive loss attributable to noncontrolling interests | — | (5) |
| Comprehensive income attributable to SouFun Holdings Limited's shareholders | 14,673 | 8,060 |
| Earnings per share for Class A and Class B ordinary shares: | | |
| Basic | 0.19 | 0.08 |
| Diluted | 0.18 | 0.07 |
| Weighted average number of Class A and Class B ordinary shares outstanding: | | |
| Basic | 76,805,249 | 76,065,755 |
| Diluted | 81,068,135 | 82,768,286 |

The following table sets forth the historical selected financial information for the Company. Effective January 1, 2012, the Company adopted the Financial Accounting Standards Board's Accounting Standards Update ("ASU") No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income, as amended by ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. These updates revise the manner in which entities present comprehensive income in their financial statements. The following selected financial information revises historical information to illustrate the new presentation required by this pronouncement for the periods presented.

SouFun Holdings Limited
Unaudited Consolidated Statements of Comprehensive Income
(in U.S. Dollars in thousands)

| | For the Year Ended December 31, | | |
|---|--|---------------|----------------|
| | 2009 | 2010 | 2011 |
| Net income | 52,610 | 63,148 | 101,597 |
| Net (loss) income attributable to noncontrolling interests | (42) | 40 | (28) |
| Net income attributable to SouFun Holdings Limited shareholders | <u>52,652</u> | <u>63,108</u> | <u>101,625</u> |
| Other comprehensive income, net of tax | | | |
| Foreign currency translation adjustments | 88 | 5,344 | 10,839 |
| Unrealized losses on available-for-sale-security | — | (721) | — |
| Reclassification adjustment for loss included in net income | — | — | 721 |
| Other comprehensive income, net of tax | <u>88</u> | <u>4,623</u> | <u>11,560</u> |
| Comprehensive income | <u>52,698</u> | <u>67,771</u> | <u>113,157</u> |
| Comprehensive (loss) income attributable to noncontrolling interests | (42) | 40 | (28) |
| Comprehensive income attributable to SouFun Holdings Limited's shareholders | <u>52,740</u> | <u>67,731</u> | <u>113,185</u> |

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: June 18, 2012