

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

SOUFUN HOLDINGS LIMITED

(Name of Issuer)

Class A ordinary shares, par value HK\$1.00 per share

(Title of Class of Securities)

836034108\*\*

(CUSIP Number)

Douglas Markel  
Simpson Thacher & Bartlett LLP  
3919 China World Tower  
No. 1 Jianguomenwai Avenue  
Beijing 100004, China  
+86(10)-5965-2989

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 4, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\*\* This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Class A ordinary share. No CUSIP has been assigned to the Class A ordinary shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 836034108

1. Names of Reporting Persons.  
Hunt 7-A Guernsey L.P. Inc

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
3,735,149

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
3,735,149

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,735,149

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
6.5%<sup>(1)</sup>

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14. Type of Reporting Person (See Instructions)  
PN

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(1) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

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1. Names of Reporting Persons.  
Apax Europe VII-A L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
England

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
3,735,149

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
3,735,149

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,735,149

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
6.5%<sup>(2)</sup>

---

14. Type of Reporting Person (See Instructions)  
PN

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(2) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

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1. Names of Reporting Persons.  
Hunt 7-B Guernsey L.P. Inc

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
7,033,590

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9. Sole Dispositive Power

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10. Shared Dispositive Power  
7,033,590

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,033,590

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
12.3%<sup>(3)</sup>

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14. Type of Reporting Person (See Instructions)  
PN

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(3) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Europe VII-1 L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
England

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
7,033,590

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
7,033,590

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,033,590

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
12.3%<sup>(4)</sup>

---

14. Type of Reporting Person (See Instructions)  
PN

---

(4) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Europe VII-B L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
England

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
7,033,590

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
7,033,590

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,033,590

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
12.3%<sup>(5)</sup>

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14. Type of Reporting Person (See Instructions)  
PN

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(5) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

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1. Names of Reporting Persons.  
Apax Europe VI-1 L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
England

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
7,033,590

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
7,033,590

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,033,590

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
12.3%<sup>(6)</sup>

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14. Type of Reporting Person (See Instructions)  
PN

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(6) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

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1. Names of Reporting Persons.  
Hunt 7-A GP Limited

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)  x

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3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
10,768,739

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,768,739

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,768,739

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
18.8%<sup>(7)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(7) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

1. Names of Reporting Persons.  
Hunt 6-A Guernsey L.P. Inc

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Guernsey

7. Sole Voting Power

8. Shared Voting Power

4,135,785

9. Sole Dispositive Power

10. Shared Dispositive Power

4,135,785

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,135,785

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

7.2%<sup>(8)</sup>

14. Type of Reporting Person (See Instructions)

PN

(8) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

1. Names of Reporting Persons.  
Hunt 6-A GP Limited

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
4,135,785

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
4,135,785

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,135,785

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
7.2%<sup>(9)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(9) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

1. Names of Reporting Persons.  
Apax Europe VI-A, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
England

7. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
4,135,785

9. Sole Dispositive Power

10. Shared Dispositive Power  
4,135,785

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,135,785

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
7.2%<sup>(10)</sup>

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14. Type of Reporting Person (See Instructions)  
PN

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(10) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

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1. Names of Reporting Persons.  
Apax Europe VI GP L.P. Inc.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
11,169,375

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
11,169,375

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,169,375

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
19.5%<sup>(11)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(11) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Europe VI GP Co. Limited

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

7. Sole Voting Power

---

8. Shared Voting Power  
11,169,375

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
11,169,375

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
11,169,375

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
19.5%<sup>(12)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(12) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Europe VII GP L.P. Inc.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
10,768,739

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,768,739

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,768,739

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
18.8%<sup>(13)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(13) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Europe VII GP Co. Limited

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Guernsey

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
10,768,739

---

9. Sole Dispositive Power

---

10. Shared Dispositive Power  
10,768,739

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,768,739

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
18.8%<sup>(14)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(14) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

CUSIP No. 836034108

---

1. Names of Reporting Persons.  
Apax Partners Europe Managers Ltd

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---



3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
England

---

7. Sole Voting Power

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8. Shared Voting Power  
14,904,524

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9. Sole Dispositive Power

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10. Shared Dispositive Power  
14,904,524

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
14,904,524

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
26.0%<sup>(15)</sup>

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14. Type of Reporting Person (See Instructions)  
OO

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(15) Based on 57,196,844 Class A ordinary shares outstanding as of September 30, 2013, as disclosed on Form 6-K filed by the Issuer on November 22, 2013.

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This Amendment No. 3 (this "Amendment No. 3") amends that certain Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 1, 2010 (the "Original 13D"), as amended by Amendment No. 1 to the Original 13D filed with the SEC on September 19, 2012 ("Amendment No. 1") and Amendment No. 2 to the Original 13D filed with the SEC on November 29, 2012 ("Amendment No. 2"), and together with the Original 13D and Amendment No. 1, the "Original Schedule 13D") relating to the Class A ordinary shares, par value HK\$1.00 per share, of SouFun Holdings Limited (the "Issuer"), a Cayman Islands exempted company with limited liability. The Issuer's American Depositary Shares, evidenced by American Depositary Receipts, each representing one Class A Ordinary Share, are listed on the New York Stock Exchange under the symbol "SFUN."

Unless otherwise stated herein, the Original Schedule 13D remains in full force and effect. Capitalized terms used therein and not defined herein have the meanings ascribed thereto in the Original 13D.

## Item 2. Identity and Background

The last two paragraphs of Item 2 are hereby amended and restated as follows:

The name, business address, present principal occupation or employment and citizenship of the directors, executive officers and control persons of the Reporting Persons as of December 6, 2013 is set forth on Schedule A.

During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any person named in this Item 2 (including those listed in Schedule A) (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

## Item 5. Interest in Securities of the Issuer

Item 5(a) and (b) is hereby amended and restated as follows:

### (a) and (b)

The information set forth in the cover pages of this Amendment No. 2 is incorporated herein by reference.

All ownership percentages set forth in this Item 5 are based on 57,196,844 Class A Ordinary Shares outstanding as of September 30, 2013 disclosed on Form 6-K filed by the Issuer on November 22, 2013.

Apax 7-A beneficially owns 3,735,149 Class A Ordinary Shares, which amount constitutes 6.5% of the outstanding Class A Ordinary Shares. Apax Europe VII-A, L.P., as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of such Class A Ordinary Shares.

Apax 7-B beneficially owns 7,033,590 Class A Ordinary Shares, which amount constitutes 12.3% of the outstanding Class A Ordinary Shares. Each of Apax Europe VII-1, L.P., Apax Europe VII-B, L.P. and Apax Europe VI-1, L.P., as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of such Class A Ordinary Shares.

Hunt 7-A GP Limited, as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of 10,768,739 Class A Ordinary Shares beneficially owned by Apax 7-A and Apax 7-B, which amount constitutes 18.8% of the outstanding Class A Ordinary Shares.

Apax 6-A beneficially owns 4,135,785 Class A Ordinary Shares, which amount constitutes 7.2% of the outstanding Class A Ordinary Shares. Each of Hunt 6-A GP Limited and Apax Europe VI-A, L.P., as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of such Class A Ordinary Shares.

Each of the Apax Europe VII Funds GPs, as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of 10,768,739 Class A Ordinary Shares beneficially owned by the Apax Europe VII Funds, which amount constitutes 18.8% of the outstanding Class A Ordinary Shares.

Each of the Apax Europe VI Funds GPs, as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of 11,169,375 Class A Ordinary Shares beneficially owned by the Apax Europe VI Funds, which amount constitutes 19.5% of the outstanding Class A Ordinary Shares.

Apax Partners Europe Managers Ltd, as a result of the relationships described in Item 2, may be deemed to have or share beneficial ownership of 14,904,524 Class A Ordinary Shares beneficially owned by the Apax Europe VI Funds and the Apax Europe VI Funds, which amount constitutes 26.0% of the outstanding Class A Ordinary Shares.

Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission by any of such persons, other than Apax 7-A, Apax 7-B or Apax 6-A that it is the beneficial owner of any of the Class A Ordinary Shares referred to herein for purposes of the Securities Exchange Act of 1934, or for any other purpose, and such beneficial ownership is expressly disclaimed.

## Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by adding the following to the end thereof:

In connection with the Issuer's proposed offering of senior convertible notes due 2018 (the "Offering"), on December 4, 2013, the Investors entered into a lock-up agreement (the "Lock-up Agreement") with Citigroup Global Markets Inc., J.P. Morgan Securities LLC, and Credit Suisse Securities (USA) LLC, as the initial purchasers (the "Initial Purchasers"), which is filed hereto as Exhibit 7. Pursuant to the Lock-Up Agreement, subject to certain exceptions, each of the Investors has agreed not to dispose of any of the Class A Ordinary Shares beneficially owned by it for 45 days following the date of the final offering memorandum relating to the Offering. In the event that the consummation of the Offering has not occurred on or prior to December 15, 2013, each of the Investors will be released from its obligations under the Lock-up Agreement.

References to the Lock-Up Agreement set forth in this Amendment No. 3 are not intended to be complete and are qualified in their entirety by reference to the full text of the Lock-Up Agreement, which is filed hereto as Exhibit 7, and which is incorporated herein by reference.

**Item 7. Materials to be Filed as Exhibits**

Item 7 is hereby amended and supplemented by adding the following exhibit:

Exhibit 7 Lock-up Agreement by and among the Investors and the Initial Purchasers, dated as of December 4, 2013

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***Signatures***

After reasonable 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.

DATED: December 6, 2013

**HUNT 7-A GUERNSEY L.P. INC**

By: Hunt 7-A GP Limited, its general partner

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

**HUNT 7-B GUERNSEY L.P. INC**

By: Hunt 7-A GP Limited, its general partner

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

**HUNT 7-A GP LIMITED**

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

**HUNT 6-A GUERNSEY L.P. INC**

By: Hunt 6-A GP Limited, its general partner

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

**HUNT 6-A GP LIMITED**

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

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**BY APAX EUROPE VI GP CO. LIMITED ACTING ON BEHALF OF  
APAX EUROPE VI GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF**

**APAX EUROPE VI-A, L.P.**

By: /s/ A W Guille

\_\_\_\_\_  
Name: A W Guille

Title: Director

**BY APAX EUROPE VI GP CO. LIMITED ACTING ON BEHALF OF  
APAX EUROPE VI GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF**

**APAX EUROPE VI-1, L.P.**

By: /s/ A W Guille

Name: A W Guille

Title: Director

**BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF  
APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF**

**APAX EUROPE VII-A, L.P.**

By: /s/ A W Guille

Name: A W Guille

Title: Director

**BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF  
APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF**

**APAX EUROPE VII-B, L.P.**

By: /s/ A W Guille

Name: A W Guille

Title: Director

**BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF  
APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF**

**APAX EUROPE VII-1, L.P.**

By: /s/ A W Guille

Name: A W Guille

Title: Director

**APAX EUROPE VI GP L.P. INC.**

By: Apax Europe VI GP Co. Limited, its general partner

By: /s/ A W Guille

Name: A W Guille

Title: Director

**APAX EUROPE VI GP CO. LIMITED**

By: /s/ A W Guille

Name: A W Guille

Title: Director

**APAX EUROPE VII GP L.P. INC.**

By: Apax Europe VII GP Co. Limited, its general partner

By: /s/ A W Guille

Name: A W Guille

Title: Director

**APAX EUROPE VII GP CO. LIMITED**

By: /s/ A W Guille

Name: A W Guille

Title: Director

## APAX PARTNERS EUROPE MANAGERS LTD

By: /s/ Martin Halusa

Name: Martin Halusa

Title: Director

By: /s/ Andrew Sillitoe

Name: Andrew Sillitoe

Title: Authorized Signatory

### Schedule A

<u>Name</u>	<u>Present Principal Occupation or Employment and Business Address</u>
Jeremy Arnold (British citizen)	Director of Apax Europe VI GP Co. Limited Director of Apax Europe VII GP Co. Limited Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey GY1 2HJ
Gordon Purvis (British citizen)	Director of Apax Europe VI GP Co. Limited Director of Apax Europe VII GP Co. Limited Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey GY1 2HJ
Andrew Guille (British citizen)	Director of Apax Europe VI GP Co. Limited Director of Apax Europe VII GP Co. Limited Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey GY1 2HJ
David Staples (British Citizen)	Director of Apax Europe VI GP Co. Limited Director of Apax Europe VII GP Co. Limited Third Floor, Royal Bank Place, 1 Glatigny Esplanade, St Peter Port, Guernsey GY1 2HJ
Simon Cresswell (Australian citizen)	Director of Apax Europe VI GP Co. Limited Director of Apax Europe VII GP Co. Limited 33 Jermyn Street, London SW1Y 6DN
Martin Halusa (Austrian citizen)	Director of Apax Partners Europe Managers Ltd 33 Jermyn Street, London SW1Y 6DN
Nico Hansen (German citizen)	Director of Apax Partners Europe Managers Ltd 33 Jermyn Street, London SW1Y 6DN
Michael Philips (Canadian citizen)	Director of Apax Partners Europe Managers Ltd Possartstraße 11, Kopernikusstraße, 81679 München (Bogenhausen)

## LOCK-UP AGREEMENT

December 4, 2013

Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, New York 10013  
United States of America

J.P. Morgan Securities LLC  
383 Madison Avenue  
New York, New York 10179  
United States of America

Credit Suisse Securities (USA) LLC  
Eleven Madison Avenue  
New York, New York 10010  
United States of America

(the “**Initial Purchasers**”)

Re: SouFun Holdings Limited Offering of 2.00% Convertible Senior Notes due 2018

Ladies and Gentlemen:

The undersigned understands that the Initial Purchasers propose to enter into a Purchase Agreement (the “**Purchase Agreement**”) with SouFun Holdings Limited, an exempted company limited by shares incorporated in the Cayman Islands (the “**Company**”), providing for the purchase and resale (the “**Placement**”) by the Initial Purchasers of 2.00% Convertible Senior Notes due 2018 of the Company (the “**Securities**”) pursuant to Regulation S and Rule 144A under the Securities Act of 1933 (the “**Securities Act**”), as amended. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Purchase Agreement.

In consideration of the Initial Purchasers’ agreement to purchase and make the Placement of the Securities, and for other good and valuable consideration receipt of which is hereby acknowledged, the undersigned hereby agrees that, without the prior written consent of the Initial Purchasers, the undersigned will not, and shall procure any entities controlled by the undersigned not to, during the period commencing on the date hereof and ending 45 days after the date of the final offering memorandum relating to the Placement, (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, including, but not limited to, under the Company’s Registration Statement on Form F-3 (No. 333-181407), as amended, or participate in the filing of a registration statement with the Securities and Exchange Commission (the “**SEC**”) relating to, any Class A ordinary shares, with a par value of HK\$1.00 per share, of the Company (the “**Ordinary Shares**”) or American Depositary Shares (“**ADSs**”) or any securities convertible into or exercisable or exchangeable for Ordinary Shares or ADSs (including without limitation, Ordinary Shares or ADSs or such other securities that may be deemed to be beneficially owned by the undersigned in accordance with the rules and regulations

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of the SEC and securities that may be issued upon exercise of a share option or warrant) (collectively, “**Covered Securities**”), or publicly disclose the intention to make any offer, sale, pledge or disposition of such securities, (2) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the Ordinary Shares or ADSs or such other securities, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of Ordinary Shares or ADSs or such other securities, in cash or otherwise or (3) make any demand for or exercise any right with respect to the registration of any shares of Covered Securities (each of (1), (2) and (3), a “**Disposition**”), provided that the provisions of this paragraph regarding Dispositions shall not apply to (or otherwise limit or restrict) (A) the exercise of options (“**Options**”) to purchase Ordinary Shares or ADSs, including options issued pursuant to the Company’s equity compensation plans described in its Annual Report on Form 20-F for the year ended December 31, 2012, provided that such Ordinary Shares or ADSs shall remain subject to the terms of this Letter Agreement; (B) the receipt from the Company of Ordinary Shares or ADSs in connection with the vesting of restricted stock units or the disposition of Ordinary Shares or ADSs to the Company in connection with the payment of taxes due in connection with any such vesting; (C) the transfer of Ordinary Shares or ADSs to the Company upon the exercise of Options to cover tax withholding obligations in connection with such exercise; (C) (i) the exchange or transfer of Covered Securities for merger consideration upon the consummation of a merger or consolidation of the Company with another company or acquisition of the Company (however structured) and any vote or other action in favor of or in connection with such transaction (including, without limitation, entering into any lockup, voting or similar arrangement pursuant to which the undersigned may agree to transfer, sell, tender or otherwise dispose of Covered Securities) or (ii) the sale of Covered Securities upon the consummation of a sale of all or substantially all of the assets of the Company; or (D) entering into a written plan meeting the requirements of Rule 10b5-1 under the Exchange Act, provided that, by its terms, no sales of the Company’s securities shall occur under such plan, and no public disclosure of any such action shall be required or shall be voluntarily made by the undersigned or the Company, in each case during the 45-day restrictive period. For purposes of this Letter Agreement, “**immediate family**” shall mean any relationship by blood, marriage or adoption, not more remote than first cousin.

Notwithstanding the foregoing, the undersigned may (a) transfer Covered Securities as a bona fide gift or gifts, (b) transfer Covered Securities to any trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned, (c) transfer Covered Securities upon death by will or intestacy to the undersigned’s immediate family, (d) distribute Covered Securities to stockholders of the undersigned, if the undersigned is a corporation, or (e) make transfers to any direct or indirect affiliate of the undersigned; provided that, in the case of any gift, disposition, transfer or distribution pursuant to sub-clauses (a) through (e), (i) each donee, transferee or distributee shall sign and deliver a lock-up letter substantially in the form of this letter, and (ii) no filing under Section 16(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) shall be required or shall be voluntarily made in connection with any such transaction; provided further that, in the case of any gift, disposition, transfer or distribution pursuant to sub-clauses (a) through (d), any such transaction shall not be for value (for the avoidance of doubt, sub-clause (e) is not covered by this restriction). Additionally, any Covered Securities

of the Exchange Act shall be required or shall be voluntarily made in connection with the subsequent sales of such securities.

In furtherance of the foregoing, the Company, and any duly appointed transfer agent for the registration or transfer of the securities described herein, are hereby authorized to decline to make any transfer of securities if such transfer would constitute a violation or breach of this Letter Agreement.

The undersigned hereby represents and warrants that the undersigned has full power and authority to enter into this Letter Agreement. All authority herein conferred or agreed to be conferred and any obligations of the undersigned shall be binding upon the successors, assigns, heirs or personal representatives of the undersigned.

The undersigned understands that, if (i) the closing of the Placement does not occur on or prior to December 15, 2013, (ii) the Company notifies the Initial Purchasers in writing that it does not intend to sell the Securities under the Purchase Agreement or (iii) the Purchase Agreement (other than the provisions thereof which survive termination) shall terminate or be terminated prior to payment for and delivery of the Securities to be sold thereunder, in each case, the undersigned shall be released from all obligations under this Letter Agreement and this Letter Agreement shall be of no further force or effect. The undersigned understands that the Initial Purchasers are entering into the Purchase Agreement and proceeding with the Placement in reliance upon this Letter Agreement.

This Letter Agreement and any claim, controversy or dispute arising under or related to this Letter Agreement shall be governed by and construed in accordance with the laws of the State of New York.

*[Signature page to follow]*

Very truly yours,

**HUNT 7-A GUERNSEY L.P. INC**

By: /s/ Andrew W Guille  
Name: Andrew W Guille  
Title: Director of General Partner

**HUNT 7-B GUERNSEY L.P. INC**

By: /s/ Andrew W Guille  
Name: Andrew W Guille  
Title: Director of General Partner

**HUNT 6-A GUERNSEY L.P. INC**

By: /s/ Andrew W Guille  
Name: Andrew W Guille  
Title: Director of General Partner