

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

FORM 20-F/A

(Amendment No. 1)

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2019
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 001-38279

SOGOU INC.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

**Level 15, Sohu.com Internet Plaza
No. 1 Unit Zhongguancun East Road, Haidian District
Beijing 100084
People's Republic of China
+86 10-5689-9999**

(Address of principal executive offices)

**Joe Zhou
Chief Financial Officer
Level 15, Sohu.com Internet Plaza
No. 1 Unit Zhongguancun East Road, Haidian District
Beijing 100084
People's Republic of China
Telephone: (86 10) 5689-9999
Email: IR@sogou-inc.com**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

(Title of each class)	(Trading Symbol(s))	(Name of each exchange on which registered)
American Depositary Shares, each representing one Class A ordinary share, par value US\$0.001 per share	SOGO	New York Stock Exchange LLC

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 109,973,265 Class A Ordinary Shares, par value \$0.001 per share, and 278,757,875 Class B Ordinary Shares, par value \$0.001 per share, as of December 31, 2019.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

EXPLANATORY NOTE

Sogou Inc. (“Sogou”) is filing this Amendment No. 1 on Form 20-F/A (this “Amendment”) to amend its [Annual Report on Form 20-F for the fiscal year ended December 31, 2019, as originally filed with the U.S. Securities Exchange Commission \(the “SEC”\) on April 21, 2020](#) (the “Original 2019 Form 20-F”). This Amendment is being filed for the sole purpose of amending the disclosures in Item 4 (“Information on the Company”) of the Original 2019 Form 20-F under the heading “Our Business — Employees,” to correct the allocation of numbers of employees in a table included therein, which states the number of employees as of December 31, 2019 in each of four categories. This Amendment replaces “Item 4. Information on the Company — Our Business — Employees” as included in the Original 2019 Form 20-F with amended disclosure that reflects the corrected table. This Amendment does not amend any other information included in Item 4 in the Original 2019 Form 20-F or any other information in the Original 2019 Form 20-F, and does not reflect any events that have occurred after the filing with the SEC of the Original 2019 Form 20-F.

ITEM 4. INFORMATION ON THE COMPANY

Employees

We had 2,295, 2,789, and 2,738 employees as of December 31, 2017, 2018, and 2019, respectively. We also employ independent contractors to support our research and development, product development, sales and marketing departments, and had approximately 196 independent contractors on average during the 2019 fiscal year. As of December 31, 2019, 41% of our employees held Master’s degrees or Ph.D.s, and 74% of our employees worked in the research and development department. None of our employees is represented under collective bargaining agreements. The table below sets forth the number of our employees in each functional area as of December 31, 2019.

	<u>Employee</u>
Business operations	110
Research and development	2,029
Sales and marketing	463
General and administrative	136
Total	<u>2,738</u>

We have entered into standard employment agreements with our employees, including our executive officers. These agreements may be terminated by either party, and a terminated employee may be entitled to certain severance benefits upon termination, pursuant to the Labor Contract Law of the PRC. Under the Labor Contract Law, we must pay severance to all employees who are Chinese nationals and who are terminated without cause or terminate their employment with us for good reason, or whose employment agreements expire and we do not continue their employment. The severance benefits required to be paid under the Labor Contract Law equal the average monthly compensation paid to the terminated employee (including any bonuses or other payments made in the twelve months prior to the employee’s termination) multiplied by the number of years the employee has been employed with us, plus an additional month’s salary if 30 days’ prior notice of such termination is not given. However, if the average monthly compensation to be received by the terminated employee exceeds three times the average monthly salary in the employee’s local area as determined and published by the local government, such average monthly compensation is capped at three times the average monthly salary in the employee’s local area.

In addition, our employees have entered into standard confidentiality and non-competition agreements with us. Under the confidentiality agreements, the employees agree not to disclose or otherwise use our confidential information while employed and indefinitely thereafter. Under the non-competition agreements the employees agree not to compete with us during and up to 24 months after the termination of employment with us as long as we pay additional compensation during the non-competition period. The non-competition agreements also provide that the employees’ work product is assigned to us.

We believe the dedication and talent of our employees are critical for our business, and retention of employees is our priority. As part of our retention strategy, we are committed to offering employees an attractive opportunity to work with us as a leading and reputable technology company, providing many opportunities for employees to participate in the development of our new technologies and products, and offering employees competitive salaries and performance-based cash bonuses and equity incentives.

ITEM 19. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
12.1*	Certification of Chief Executive Officer Required by Rule 13a-14(a)
12.2*	Certification of Chief Financial Officer Required by Rule 13a-14(a)

* Filed or furnished with this Amendment.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing this Amendment and that it has duly caused and authorized the undersigned to sign this Amendment on its behalf.

SOGO INC.

By _____ */s/ Xiaochuan Wang*
Name: **Xiaochuan Wang**
Title: **Chief Executive Officer**

By _____ */s/ Joe Zhou*
Name: **Joe Zhou**
Title: **Chief Financial Officer**

Date: April 23, 2020

I, Xiaochuan Wang, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 20-F/A of Sogou Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 23, 2020

By: /s/ Xiaochuan Wang

Name: Xiaochuan Wang

Title: Chief Executive Officer

I, Joe Zhou, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 20-F/A of Sogou Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 23, 2020

By: /s/ Joe Zhou

Name: Joe Zhou

Title: Chief Financial Officer
