



**THE FOUNDATION  
FOR SECURE  
MARKETS**

**#49301**

**Date:** September 23, 2021

**Subject:** Sogou Inc. – Cash Settlement  
Option Symbol: SOGO  
Date: 09/24/21

On September 29, 2020, Sogou Inc. (SOGO) announced that it entered into a definitive Agreement and Plan of Merger with THL A21 Limited, TitanSupernova Limited, and Tencent Mobility Limited, subsidiaries of Tencent Holdings Limited. As TitanSupernova Limited, holds at least 90% of the total voting power in SOGO, the transaction will take place as a short-form merger, which does not require approval of SOGO Shareholders. The merger was subsequently consummated on September 23, 2021. As a result, each existing SOGO American Depositary Share will be converted into the right to receive \$8.95 net cash per share (\$9.00 merger consideration less \$0.05 ADS cancellation fee), less additional fees and withholdings, if any.

#### **CONTRACT ADJUSTMENT**

**DATE:** September 24, 2021

**NEW DELIVERABLE  
PER CONTRACT:** \$895.00 Cash (\$8.95 x 100), less additional fees and withholdings, if any

**SETTLEMENT:** OCC will delay settlement of SOGO deliverable until the final net cash merger consideration is confirmed. Once the final amount is determined, settlement in SOGO options will take place through OCC's cash settlement system. Settlement will be accomplished by payment of the difference between the extended strike amount and the cash deliverable.

#### **ACCELERATION OF EXPIRATIONS**

Pursuant to OCC Rule 807, equity stock option contracts whose deliverables are adjusted to call for cash-only delivery will be subject to an acceleration of the expiration dates for outstanding option series. (See OCC Information Memo 23988)

#### **DISCLAIMER**

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable.

For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email [investorservices@theocc.com](mailto:investorservices@theocc.com). Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email [memberservices@theocc.com](mailto:memberservices@theocc.com)