

Phoenix New Media Ltd  
Form 6-K  
July 11, 2012  
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**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**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

July 10, 2012

Commission File Number: 001-35158

**PHOENIX NEW MEDIA LIMITED**

Sinolight Plaza, Floor 16

No. 4 Qiyang Road

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**Wangjing, Chaoyang District**

**Beijing, 100102**

**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 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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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| <u>Exhibit 99.1</u> | <u>Press Release: Phoenix New Media to Hold 2012 Annual General Meeting on August 16, 2012</u>    |
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| <u>Exhibit 99.3</u> | <u>Form of Proxy for Annual General Meeting</u>   |
| <u>Exhibit 99.4</u> | <u>Proxy Statement for Annual General Meeting</u>   |
| <u>Exhibit 99.5</u> | <u>Depository's Notice of Annual General Meeting of Shareholders of Phoenix New Media Limited</u> |
| <u>Exhibit 99.6</u> | <u>Voting Card for American Depositary Shares</u>   |

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SIGNATURE

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.

PHOENIX NEW MEDIA LIMITED

By: /s/ Qianli LIU

Name: Qianli LIU

Title: Chief Financial Officer

Date: July 10, 2012