
**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**

September 2017

Commission File Number: 001-35158

PHOENIX NEW MEDIA LIMITED

**Sinolight Plaza, Floor 16
No. 4 Qiyang Road
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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Exhibit 99.2 — The Fourth Supplemental Agreement to the Trademark License Agreement by and among Phoenix Satellite Television Trademark Limited, Beijing Tianying Jiuzhou Network Technology Co., Ltd. and Yifeng Lianhe (Beijing) Technology Co., Ltd., dated September 29, 2017

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/ Betty Yip Ho
Name: Betty Yip Ho
Title: Chief Financial Officer

Date: September 29, 2017

Phoenix New Media Announces Short-Term Extension of Trademark License Agreement with Phoenix TV

BEIJING, China, September 29, 2017 — Phoenix New Media Limited (NYSE: FENG), a leading new media company in China (“Phoenix New Media”, “ifeng” or the “Company”), today announced that it has reached an agreement with its parent company, Phoenix Satellite Television Holdings Limited (“Phoenix TV”), to extend the expiration date of the existing trademark license agreement between certain consolidated affiliated entities of the Company and a subsidiary of Phoenix TV (the “Existing Agreement”) from October 8, 2017 to December 8, 2017.

Pursuant to the Existing Agreement, Phoenix TV has been licensing its trademarks to the Company for use in its businesses. The Company and Phoenix TV are working on a new agreement (the “New Agreement”) to amend and replace the Existing Agreement and provide the terms of their future trademark licenses. Considering the various internal procedures and compliance requirements to be satisfied before the New Agreement can be finalized and become effective, both the Company and Phoenix TV agreed to extend the Existing Agreement’s expiration date to December 8, 2017 or when the parties conclude the New Agreement.

About Phoenix New Media Limited

Phoenix New Media Limited (NYSE: FENG) is a leading new media company providing premium content on an integrated Internet platform, including PC and mobile, in China. Having originated from a leading global Chinese language TV network based in Hong Kong, Phoenix TV, the Company enables consumers to access professional news and other quality information and share user-generated content on the Internet through their PCs and mobile devices. Phoenix New Media’s platform includes its PC channel, consisting of ifeng.com website, which comprises interest-based verticals and interactive services; its mobile channel, consisting of mobile news applications, mobile video application, digital reading application, fashion application and mobile Internet website; and its operations with the telecom operators that provides mobile value-added services.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements. Among other things, the business outlook and quotations from management in this announcement, as well as Phoenix New Media’s strategic and operational plans, contain forward-looking statements. Phoenix New Media may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (“SEC”) on Forms 20-F and 6-K, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about Phoenix New Media’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s goals and strategies; the Company’s future business development, financial condition and results of operations; the expected growth of the online and mobile advertising, online video and mobile paid service markets in China; the Company’s reliance on online advertising and MVAS for the majority of its total revenues; the Company’s expectations regarding demand for and market acceptance of its services; the Company’s expectations regarding the retention and strengthening of its relationships with advertisers, partners and customers; fluctuations in the Company’s quarterly operating results; the Company’s plans to enhance its user experience, infrastructure and service offerings; the Company’s reliance on mobile operators in China to provide most of its MVAS; changes by mobile operators in China to their policies for MVAS; competition in its industry in China; and relevant government policies and regulations relating to the Company. Further information regarding these and other risks is included in the Company’s filings with the SEC, including its registration statement on Form F-1, as amended, and its annual report on Form 20-F. All information provided in this press release is as of the date of this press release, and Phoenix New Media does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

For investor and media inquiries please contact:

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ICR, Inc.
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Tel: +1 (646) 405-4883
Email: investorrelations@ifeng.com

ENGLISH TRANSLATION. FOR REFERENCE ONLY.
THE ORIGINAL AGREEMENT EXECUTED IN CHINESE SHALL CONTROL.

**THE FOURTH SUPPLEMENTAL AGREEMENT
TO
TRADEMARK LICENSE AGREEMENT**

This Supplemental Agreement is entered into by and among the following three Parties:

Licensor: Phoenix Satellite Television Trademark Limited
Licensee: Beijing Tianying Jiuzhou Network Technology Co., Ltd.
Yifeng Lianhe (Beijing) Technology Co., Ltd.

WHEREAS:

1. The Licensor and the Licensee entered into the Trademark License Agreement on November 24, 2009 (the "**Original Agreement**");
2. The Licensor and the Licensee entered into the Confirmation Letter of the Trademark License Agreement on April 12, 2011, which extended the term of the Original Agreement to March 27, 2016 (the "**Confirmation Letter**").
3. The Licensor and the Licensee entered into the Second Supplemental Agreement to the Trademark License Agreement on March 24, 2016, which extended the term of the Original Agreement to May 27, 2016 (the "**Second Supplemental Agreement**").
4. The Licensor and the Licensee entered into the Third Supplemental Agreement to the Trademark License Agreement on May 27, 2016, which extended the term of the Original Agreement to October 8, 2017 (the "**Third Supplemental Agreement**").

NOW THEREFORE, on the principle of equality and mutual benefit, the Parties agree as follows on the basis of the Original Agreement, as well as the contents supplemented and amended by the Confirmation Letter, the Second Supplemental Agreement and the Third Supplemental Agreement, through friendly negotiation:

1. Agreement Term

The Licensor and the Licensee agree to extend the term of the Original Agreement (as amended by the Confirmation Letter, the Second Supplemental Agreement and the Third Supplemental Agreement) to December 8, 2017, or the date on which the Parties enter into a new trademark license agreement (whichever is earlier).

2. The Licensee agrees to prepare any required documents and agreements in accordance with Phoenix TV Group's trademark licensing policy. In the event that the Licensor and the Licensee fail to enter into a new trademark license agreement with Phoenix TV Group on or before December 8, 2017, the term of the Original Agreement will not be further extended.

3. Any matters not provided for in this Supplemental Agreement shall be governed by the Original Agreement and the contents supplemented and amended by the Confirmation Letter, the Second Supplemental Agreement and the Third Supplemental Agreement.

4. This Supplemental Agreement shall be an integral part of the Original Agreement, the Confirmation Letter, the Second Supplemental Agreement and the Third Supplemental Agreement, and shall have the same legal effect.

5. This Supplemental Agreement shall be made in triplicate, and shall become effective once signed by, and affixed with the corporate seal of, each Party.

[Remainder of this page intentionally left blank]

[Signature Page]

Licensor: Phoenix Satellite Television Trademark Limited (Seal)

Authorized Representative: Ka Keung Yeung (Signature)

Date: September 29, 2017

Licensee:

Beijing Tianying Jiuzhou Network Technology Co., Ltd. (Seal)

Authorized Representative: Betty Yip Ho (Signature)

Date: September 29, 2017

Yifeng Lianhe (Beijing) Technology Co., Ltd. (Seal)

Authorized Representative: Betty Yip Ho (Signature)

Date: September 29, 2017
