
FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2012

Commission File Number: 000-30666

NETEASE.COM, INC.

26/F, SP Tower D
Tsinghua Science Park Building 8
No. 1 Zhongguancun East Road, Haidian District
Beijing 100084, 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.

The index of exhibits may be found at Page 2

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NETEASE.COM, INC.

Form 6-K

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETEASE.COM, INC.

By: /s/ Onward Choi

Name: Onward Choi

Title: Acting Chief Financial Officer

Date: March 7, 2012

NetEase.com, Inc.
26/F, SP Tower D
Tsinghua Science Park Building 8
No. 1 Zhongguancun East Road, Haidian District
Beijing, People's Republic of China 100084

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2012**

**Important Notice Regarding the Availability of Proxy Materials for the Extraordinary
General Meeting of Shareholders to be Held on March 29, 2012**

This Notice is to inform you that NetEase.com, Inc. will hold an Extraordinary General Meeting of Shareholders on March 29, 2012 and the proxy statement for such meeting is available on the Internet. Follow the instructions below to view the proxy statement and vote or, in the case of holders of American Depositary Shares ("ADSs"), submit your voting instructions to The Bank of New York Mellon, as depositary, or request a paper or email copy. The item to be voted on and location of the Extraordinary General Meeting of Shareholders is also set out below.

This communication presents only an overview of the more complete proxy statement that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy statement before voting or, in the case of holders of ADSs, submitting your voting instructions to The Bank of New York Mellon, as depositary.

The proxy statement for this meeting is available at <http://corp.163.com> under the heading "Shareholder Services." If you want to receive a paper or email copy of the proxy statement, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below at the earliest opportunity to facilitate timely delivery.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of shareholders of NetEase.com, Inc. (the "Extraordinary General Meeting of Shareholders") will be held on March 29, 2012 at 10:00 a.m., Beijing time, at our offices located at 26/F, SP Tower D, Tsinghua Science Park Building 8, No. 1 Zhongguancun East Road, Haidian District, Beijing, People's Republic of China 100084. References in this Notice to "the Company," "we," "our," and "us" are to NetEase.com, Inc.

We are holding the Extraordinary General Meeting of Shareholders for the following purpose:

1. To approve, **AS A SPECIAL RESOLUTION**, that the name of NetEase.com, Inc. be changed with immediate effect to NetEase, Inc. and that the officers of the Company be, and each of them shall be, authorized and directed to file this resolution with the Registrar of Companies of the Cayman Islands and to take such other actions as they shall deem necessary to effect the foregoing.

The foregoing item of business is more fully described in the proxy statement which you may access at <http://corp.163.com> under the heading "Shareholder Services."

Holder of Ordinary Shares

You should vote by either attending the meeting in person or by mailing the attached Proxy Card to us as instructed therein.

If you prefer a paper or email copy of the proxy materials, you may request one by sending an email or calling Youcai Liu, General Manager of our Public Relations Department, at +8610-8255 8291 or liuyoucai@corp.netease.com. Please make sure you request a copy at the earliest opportunity to facilitate timely delivery. There is no charge to you for requesting a copy. You will have the opportunity to make a request to (1) receive paper copies for all future meetings or only for the Extraordinary General Meeting of Shareholders or (2) receive email copies for all future meetings or only for the Extraordinary General Meeting of Shareholders.

Holder of American Depositary Shares

The Bank of New York Mellon, as depositary of the ADSs, has advised us that it intends to mail to all holders of ADSs this Notice and an ADS Voting Instruction Card. Upon the delivery of a signed and completed ADS Voting Instruction Card as instructed therein, The Bank of New York Mellon will endeavor, to the extent practicable, to vote or cause to be voted the amount of ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set forth in such request. The Bank of New York Mellon has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. As the holder of record for all the ordinary shares represented by the ADSs, only The Bank of New York Mellon may vote those ordinary shares at the Extraordinary General Meeting of Shareholders. Holders of ADSs may attend, but may not vote at, such meeting.

The Bank of New York Mellon and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares underlying your ADSs are not able to be voted at the Extraordinary General Meeting of Shareholders, there may be nothing you can do.

If (1) the enclosed ADS Voting Instruction Card is signed but is missing voting instructions, (2) the enclosed ADS Voting Instruction Card is improperly completed or (3) no ADS Voting Instruction Card is received by The Bank of New York Mellon from a holder of ADSs prior to 5:00 p.m., New York Time on March 26, 2012, The Bank of New York Mellon will deem such holder of ADSs to have instructed it to give a proxy to the chairman of the Extraordinary General Meeting of Shareholders to vote in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors.

If you prefer a paper or email copy of the proxy materials, you may request one by sending an email or calling Youcai Liu, General Manager of PR Department, at +8610-8255 8291 or liuyoucai@corp.netease.com. Please make sure you request a copy at the earliest opportunity to facilitate timely delivery. There is no charge to you for requesting a copy. You will have the opportunity to make a request to (1) receive paper copies for all future meetings or only for the Extraordinary General Meeting of Shareholders or (2) receive email copies for all future meetings or only for the Extraordinary General Meeting of Shareholders.

Holders of record of our ordinary shares or ADSs representing those ordinary shares at the close of business on March 2, 2012 are entitled to vote at the Extraordinary General Meeting of Shareholders and any adjournment or postponement thereof, and are encouraged and cordially invited to attend the Extraordinary General Meeting of Shareholders. Directions to attend the meeting can be found at <http://corp.163.com> under the heading "Contact us."

FOR THE BOARD OF DIRECTORS

/s/ William Lei Ding

William Lei Ding
Member of the Board of Directors
and Chief Executive Officer

Beijing, China
March 7, 2012

YOUR VOTE IS IMPORTANT

NetEase.com, Inc.
26/F, SP Tower D
Tsinghua Science Park Building 8
No. 1 Zhongguancun East Road, Haidian District
Beijing, People's Republic of China 100084

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2012**

PROXY STATEMENT

General

We are soliciting proxies on behalf of our board of directors for use at the extraordinary general meeting of shareholders to be held on March 29, 2012 at 10:00 a.m., Beijing time, or at any adjournment or postponement thereof. The extraordinary general meeting will be held at our offices located at 26/F, SP Tower D, Tsinghua Science Park Building 8, No. 1 Zhongguancun East Road, Haidian District, Beijing, People's Republic of China 100084.

This proxy statement is available to shareholders beginning on March 7, 2012 and the form of proxy is first being mailed to shareholders on or about March 7, 2012.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold ordinary shares, by attending the extraordinary general meeting and voting in person. Attendance at the extraordinary general meeting in and of itself does not revoke a prior proxy. A written notice of revocation must be delivered to the attention of Mr. Onward Choi, our Acting Chief Financial Officer, if you hold our ordinary shares, or to The Bank of New York Mellon if you hold American Depositary Shares, known as ADSs, representing our ordinary shares.

Record Date, Share Ownership and Quorum

Shareholders of record at the close of business on March 2, 2012 are entitled to vote at the extraordinary general meeting. Our ordinary shares underlying ADSs are included for purposes of this determination. As of December 31, 2011, 3,273,936,881 of our ordinary shares, par value US\$0.0001 per share, were outstanding, of which approximately 1,867,936,615 were represented by ADSs. The presence of at least two ordinary shareholders in person or by proxy will constitute a quorum for the transaction of business at the extraordinary general meeting; provided, however, that in no case shall such quorum represent less than 33 1/3% of our outstanding ordinary shares.

Voting and Solicitation

Each share outstanding on the record date is entitled to one vote. Voting by holders of ordinary shares at the extraordinary general meeting will be by a show of hands unless the chairman of the meeting or any shareholder present in person or by proxy demands that a poll be taken. Holders of ADSs cannot vote at such meeting.

The costs of soliciting proxies will be borne by our company. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. The solicitation materials are available on our company's website at <http://corp.163.com> under the heading "Shareholder Services." Hard copies of the solicitation materials are available upon request to shareholders free of charge.

Voting by Holders of Ordinary Shares

When proxies are properly dated, executed and returned by holders of ordinary shares, the shares they represent will be voted at the extraordinary general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the shares will be voted "FOR" proposal 1 and in the proxy holder's discretion as to other matters that may properly come before the extraordinary general meeting. Abstentions by holders of ordinary shares are included in the determination of the number of shares present and voting but are not counted as votes for or against a proposal. Broker non-votes will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

Voting by Holders of American Depositary Shares

The Bank of New York Mellon, as depositary of the ADSs, has advised us that it intends to mail to all owners of ADSs the Notice of Extraordinary General Meeting of Shareholders and an ADS Voting Instruction Card. Upon the delivery of a signed and completed ADS Voting Instruction Card as instructed therein, The Bank of New York Mellon will endeavor, to the extent practicable, to vote or cause to be voted the amount of ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set forth in such request. The Bank of New York Mellon has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. As the holder of record for all the shares represented by the ADSs, only The Bank of New York Mellon may vote those shares at the extraordinary general meeting.

The Bank of New York Mellon and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares underlying your ADSs are not able to be voted at the extraordinary general meeting, there may be nothing you can do.

If (i) the enclosed ADS Voting Instruction Card is signed but is missing voting instructions, (ii) the enclosed ADS Voting Instruction Card is improperly completed or (iii) no ADS Voting Instruction Card is received by The Bank of New York Mellon from a holder of ADSs prior to 5:00 p.m., New York Time, on March 26, 2012, The Bank of New York Mellon will deem such holder of ADSs to have instructed it to give a proxy to the chairman of the extraordinary general meeting to vote in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors.

**PROPOSAL TO APPROVE SPECIAL RESOLUTION
TO CHANGE THE NAME OF THE COMPANY**

(Proposal No. 1)

This proposal would change our name from “NetEase.com, Inc.” to “NetEase, Inc.” Our board of directors believes that the proposed name change is in the best interest of our shareholders and will more accurately reflect our business operations which encompass an increasingly diversified range of entertainment, community, e-commerce and other services.

Proposed Special Resolution

Our board of directors has approved, and is recommending to the shareholders for approval at the extraordinary general meeting, the proposed text of the special resolution relating to Proposal 1 as set forth below:

To approve, **AS A SPECIAL RESOLUTION**, that the name of NetEase.com, Inc. is hereby changed with immediate effect to NetEase, Inc. and that the officers of the Company be, and each of them hereby is, authorized and directed to file this resolution with the Registrar of Companies of the Cayman Islands and to take such other actions as they shall deem necessary to effect the foregoing.

Vote Required

This proposal requires approval by the affirmative vote of not less than two-thirds of ordinary shares, voting together as a single class, present in person or by proxy at the extraordinary shareholder meeting at which a quorum is present.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR*
PROPOSAL 1.**

OTHER MATTERS

We know of no other matters to be presented for consideration at the extraordinary general meeting. If any other matters properly come before the extraordinary general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

/s/ William Lei Ding

William Lei Ding
Member of the Board of Directors
and Chief Executive Officer

Dated: March 7, 2012

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF NETEASE.COM, INC.
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2012**

The undersigned shareholder,¹ _____ [insert name] of _____
_____ [insert address], being a shareholder of _____² ordinary shares of
NETEASE.COM, INC., a Cayman Islands company (the "Company"), hereby acknowledges receipt of the notice of Extraordinary General Meeting of
Shareholders and proxy statement (either through the Internet or paper or email copy), each dated March 7, 2012, and hereby appoints William Lei Ding and
Onward Choi, or any one of them, proxies, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned
at the extraordinary general meeting of shareholders of the Company to be held on March 29, 2012 at 10:00 a.m., Beijing time, at the Company's offices
located at 26/F, SP Tower D, Tsinghua Science Park Building 8, No. 1 Zhongguancun East Road, Haidian District, Beijing, People's Republic of China
100084, and at any adjournment or adjournments thereof, and to vote all ordinary shares which the undersigned would be entitled to vote if then and there
personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of any proxy upon such other business as
may properly come before the meeting, all as set forth in the notice of extraordinary general meeting and proxy statement previously furnished to you either
through the Internet or paper or email copy.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder³. If no direction is made, this proxy will be voted FOR the following proposal:

PROPOSAL NO. 1: To approve, **AS A SPECIAL RESOLUTION**, that the name of NetEase.com, Inc. is hereby changed with immediate effect to NetEase, Inc. and that the officers of the Company be, and each of them hereby is, authorized and directed to file this resolution with the Registrar of Companies of the Cayman Islands and to take such other actions as they shall deem necessary to effect the foregoing.

FOR AGAINST ABSTAIN

DATED: _____, 2012

¹ Full name(s) and address(es) to be inserted in BLOCK CAPITALS.

² Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).

³ **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR." IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST."** Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion.

SHAREHOLDER NAME: ⁴

Signature

Signature

This proxy should be marked, dated and signed by the shareholder(s) exactly as his or her name appears on their stock certificate, and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.⁵

**Please date, sign and mail this
proxy card back as soon as possible!⁶**

⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under the hand of an officer or attorney duly authorized on that behalf.

⁵ In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.

⁶ Completion and delivery of this form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

Extraordinary General Meeting of NetEase.com, Inc.

Date: March 29, 2012
See Voting Instruction On Reverse Side.
Please make your marks like this: Use pen only

For Against Abstain

1. To approve, **AS A SPECIAL RESOLUTION**, that the name of NetEase.com, Inc. is hereby changed with immediate effect to NetEase, Inc. and that the officers of the Company be, and each of them hereby is, authorized and directed to file this resolution with the Registrar of Companies of the Cayman Islands and to take such other actions as they shall deem necessary to effect the foregoing.

**Extraordinary General Meeting of NetEase.com, Inc.
to be held on March 29, 2012
For Holders as of March 2, 2012**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 5:00 pm, New York Time on March 26, 2012.

PROXY TABULATOR FOR
NETEASE.COM, INC.
P.O. BOX 8016
CARY, NC 27512-9903

Please separate carefully at the perforation and return just this portion in the envelope provided. x



EVENT #

CLIENT #

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

NETEASE.COM, INC.

**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 5:00 PM (New York Time) on March 26, 2012)**

The undersigned registered holder of American depositary receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other deposited securities represented by such receipt(s) of NetEase.com, Inc. registered in the name of the undersigned on the books of the Depositary as of the close of business on March 2, 2012 at the Extraordinary General Meeting of Shareholders of NetEase.com, Inc. to be held at 10:00 a.m. on March 29, 2012 at the Company's offices located at 26/F, SP Tower D, Tsinghua Science Park Building 8, No. 1 Zhongguancun East Road, Haidian District, Beijing, People's Republic of China 100084, in respect of the resolutions specified on the reverse.

NOTE:

1. Please direct the Depositary how it is to vote by marking X in the appropriate box opposite the resolution. It is understood that if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
2. It is understood that if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

PROXY TABULATOR FOR
NETEASE.COM, INC.
P.O. Box 8916
CARY, NC 27512-8903