

6-K UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON D.C. 20549 Â FORM 6-K Â
REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934 November 2024 Commission File Number: 001-35158 Â PHOENIX NEW MEDIA LIMITED Â
Sinolight Plaza, Floor 16 No. 4 Qiyang Road Wangjing, Chaoyang District, Beijing, 100102 Peopleâ€™s Republic of
China (Address of principal executive offices) Â 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 â˜ Form 40-F â˜ Â TABLE OF CONTENTS Â Exhibit 99.1
â€” Press release: Phoenix New Media to Hold 2024 Annual General Meeting on December 20, 2024 Exhibit 99.2 â€”
Notice of Annual General Meeting Exhibit 99.3 â€” Proxy Statement for Annual General Meeting Exhibit 99.4 â€” Form
of Proxy for Annual General Meeting Exhibit 99.5 â€” Voting Card for American Depository Receipts Â 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. Â Â Â Â Â PHOENIX NEW MEDIA LIMITED
By: /s/ Edward Lu Name: Edward Lu Title: Chief Financial Officer Date: November 21, 2024 Â EX-99.1 Exhibit 99.1 Â
Phoenix New Media to Hold 2024 Annual General Meeting on December 20, 2024 Â BEIJING, China, November 21,
2024 â€” Phoenix New Media Limited (NYSE: FENG), a leading new media company in China (â€œPhoenix New
Mediaâ€, â€œifengâ€, or the â€œCompanyâ€), today announced that it will hold its annual general meeting of
shareholders at Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, Peopleâ€™s Republic
of China on December 20, 2024 at 2:00 p.m. Â Holders of record of ordinary shares of the Company at the close of
business on November 21, 2024 are entitled to notice of, and to vote at, the annual general meeting or any adjournment
or postponement thereof. Holders of the Companyâ€™s American depositary shares (â€œADSsâ€) who wish to exercise
their voting rights for the underlying Class A ordinary shares must act through the depositary of the Companyâ€™s
ADS program, JPMorgan Chase Bank, N.A. Â The notice of the annual general meeting, which sets forth the resolutions
to be submitted to shareholder approval at the annual general meeting, is available on the Investor Relations section of
the Companyâ€™s website at <http://ir.ifeng.com>. Shareholders may obtain a copy of the Companyâ€™s 2023 annual
report, free of charge, from the Investor Relations section of the Companyâ€™s website at <http://ir.ifeng.com/>, or by
contacting Phoenix New Media Limited at Floor 16, Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District,
Beijing 100102, Peopleâ€™s Republic of China, attention: Muzi Guo, telephone: +86 (10) 6067-5000, email:
investorrelations@ifeng.com. Â About Phoenix New Media Limited Â 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 applications and mobile Internet
website; and its operations with the telecom operators that provides mobile value-added services. Â Safe Harbor
Statement Â This announcement contains forward-looking statements. These statements are made under the â€œsafe
harborâ€ provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can
be identified by terminology such as â€œwill,â€ â€œexpects,â€ â€œanticipates,â€ â€œfuture,â€ â€œintends,â€ â€œplans,â€ â€œbelieves,â€ â€œestimatesâ€ and similar statements. Among other things, the business outlook and
quotations from management in this announcement, as well as Phoenix New Mediaâ€™s strategic and operational
plans, contain forward-looking statements. Phoenix New Media may also make written or oral forwardâ˜looking
statements in its periodic reports to the U.S. Securities and Exchange Commission (â€œSECâ€) on Forms 20â˜F and
6â˜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 Mediaâ€™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 Companyâ€™s goals and
strategies; the Companyâ€™s future business development, financial condition and results of operations; the expected
growth of online and mobile advertising, online video and mobile paid services markets in China; the Companyâ€™s
reliance on online and mobile advertising for a majority of its total revenues; the Companyâ€™s expectations regarding
demand for and market acceptance of its services; the Companyâ€™s expectations regarding maintaining and
strengthening its relationships with advertisers, partners and customers; the Companyâ€™s investment plans and
strategies; fluctuations in the Companyâ€™s quarterly operating results; the Companyâ€™s plans to enhance its user
experience, infrastructure and services offerings; 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
Companyâ€™s filings with the SEC, including its registration statement on Form Fâ˜1, as amended, and its annual
reports on Form 20â˜F. All information provided in this press release and in the attachments 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. Â For investor and media inquiries please contact: Â Phoenix New Media
Limited Muzi Guo Email: investorrelations@ifeng.com EX-99.2 Exhibit 99.2 Â PHOENIX NEW MEDIA LIMITED
(Incorporated in the Cayman Islands with limited liability) Â NOTICE OF ANNUAL GENERAL MEETING to Be Held on
December 20, 2024 Â NOTICE IS HEREBY GIVEN that an Annual General Meeting (â€œAGMâ€) of Phoenix New
Media Limited (the â€œCompanyâ€) will be held at Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District,
Beijing 100102, Peopleâ€™s Republic of China, on December 20, 2024 at 2:00 p.m. local time for the following purpose:
Â 1. Proposal No. 1: To receive the audited consolidated financial statements of the Company for the fiscal year ended
December 31, 2023. Â 2. Proposal No 2: To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as
independent auditor of the Company (the â€œIndependent Auditorâ€) for the fiscal year ending December 31, 2024. Â 3. Proposal No. 3: To authorize the board of directors to fix the remuneration of the Independent Auditor. Â 4. Proposal
No. 4: To re-elect Mr. Jerry Juying Zhang, who will retire by rotation pursuant to article 87(1) of the Companyâ€™s
Articles of Association, as director of the Company. Â 5. Proposal No. 5: To authorize each of the directors and officers
of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such
director or officer, in his or her absolute discretion, thinks fit. Â (Terms used but not defined in this Notice shall have
the same meaning as defined in the Proxy Statement attached) Â And to consider and transact such other business as
may properly come before the AGM or any adjournment or adjournments thereof. Â The Board of Directors of the
Company has fixed the close of business on November 21, 2024 as the record date (the â€œRecord Dateâ€) for

determining the shareholders entitled to receive notice of and to vote at the AGM or any adjourned or postponed meeting thereof. Holders of the Company's American depositary shares (ADSs) who wish to exercise their voting rights for the underlying shares must act through JPMorgan Chase Bank, N.A., the depositary of the Company's ADS program. Please refer to the Proxy Form, which is attached to and made a part of this notice. The Proxy Statement is also available for viewing on the Investor Relations section of our website at <http://ir.ifeng.com>. Holders of record of the Company's ordinary shares at the close of business on the Record Date are entitled to vote at the AGM and any adjourned or postponed meeting thereof. Holders of record of the Company's ordinary shares as of the Record Date are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the AGM to ensure your representation at such meeting. Shareholders may obtain a copy of the Company's 2023 annual report, free of charge, from the Investor Relations section of the Company's website at <http://ir.ifeng.com/>, or by contacting Phoenix New Media Limited at Sinolight Plaza, Floor 16, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China, attention: Muzi Guo, telephone: +86 (10) 6067-5000, email: investorrelations@ifeng.com. By Order of the Board of Directors, /s/ Yusheng Sun Yusheng Sun Chief Executive Officer and Chairman Beijing, China November 21, 2024 EX-99.3 Exhibit 99.3 PHOENIX NEW MEDIA LIMITED Sinolight Plaza, Floor 16 No. 4 Qiyang Road Wangjing, Chaoyang District Beijing 100102 People's Republic of China PROXY STATEMENT General The board of directors of Phoenix New Media Limited (the Company) is soliciting proxies for the annual general meeting of shareholders of the Company to be held on December 20, 2024 at 2:00 p.m. Beijing time (the AGM). The AGM will be held at Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China. This Proxy Statement can be accessed, free of charge, on the Investor Relations section of the Company's website at <http://ir.ifeng.com> from November 21, 2024, and the Proxy Form will first be mailed to holders of ordinary shares of the Company on or about November 21, 2024. Revocability of Proxies Any proxy given pursuant to this solicitation may be revoked by the person signing such proxy by attending the AGM and voting in person. Record Date, Share Ownership and Quorum Only shareholders of record at the close of business on November 21, 2024 (the Record Date) are entitled to vote at the AGM. Our class A ordinary shares, par value US\$0.01 per share (Class A Ordinary Shares), that underlie American depositary shares (ADSs) are included for purposes of this determination. As of November 21, 2024, 577,453,538 of ordinary shares of the Company, par value US\$0.01 per share (the Ordinary Shares), were issued, including 317,325,360 Class B Ordinary Shares and 260,128,178 Class A Ordinary Shares. As of November 21, 2024, approximately 256,667,992 Class A Ordinary Shares were represented by ADSs held by JPMorgan Chase Bank, N.A. Two shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorized representative representing not less than one-third in nominal value of the total issued voting shares of the Company throughout the AGM will constitute a quorum for all purposes. Voting and Solicitation Each of the Class A Ordinary Shares in issue on the Record Date is entitled to one vote, and each of the Class B Ordinary Shares in issue on the Record Date is entitled to 1.3 votes. A resolution put to the vote at the AGM will be decided on by a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by (i) the chairman of the AGM, or (ii) any one shareholder present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the AGM. Copies of solicitation materials will be furnished to all holders of Ordinary Shares of the Company, including banks, brokerage houses, fiduciaries and custodians holding in their names the Ordinary Shares or ADSs beneficially owned by others to forward to those beneficial owners. Voting by Holders of Ordinary Shares When proxies are properly dated, executed and returned by holders of Ordinary Shares, the Ordinary Shares they represent will be voted at the AGM, or at any adjournment thereof, in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the proxy holder will vote or abstain at his/her discretion, as he/she will on any other matters that may properly come before the AGM, or at any adjournment thereof. Abstentions by holders of Ordinary Shares are included in the determination of the number of Ordinary Shares present and voting but are not counted as votes for or against a proposal. Voting by Holders of ADSs We have requested JPMorgan Chase Bank, N.A., as depositary of the ADSs, to mail to all owners of ADSs this proxy statement, the accompanying notice of annual general meeting and an ADR Voting Instruction Card. Upon the timely receipt from an owner of record of ADSs of written voting instructions in the manner specified, JPMorgan Chase Bank, N.A. will endeavor, to the extent practicable and legally permissible, to vote or cause to be voted the number of Class A Ordinary Shares underlying the ADSs, evidenced by American Depository Receipts related to those ADSs, in accordance with such voting instructions. Under the terms of the deposit agreement, JPMorgan Chase Bank, N.A. will not vote or attempt to exercise the right to vote other than in accordance with such voting instructions or such deemed instructions as further described two paragraphs below. As the holder of record for all the Class A Ordinary Shares represented by the ADSs, only JPMorgan Chase Bank, N.A. may vote those Class A Ordinary Shares at the AGM. There is no guarantee that holders of the ADSs or any such holder in particular will receive the notice described above with sufficient time to enable such holder to return any voting instructions to JPMorgan Chase Bank, N.A. in a timely manner, in which case the Class A Ordinary Shares underlying your ADSs may not be voted in accordance with your wishes. If no ADR Voting Instruction Card is received by JPMorgan Chase Bank, N.A. from a holder of ADSs by 9:00 a.m. (New York City time), December 18, 2024, such holder shall be deemed, and JPMorgan Chase Bank, N.A. will deem such holder of ADSs to have instructed it to give a discretionary proxy to the chairman of the AGM to vote the Class A Ordinary Shares represented by your ADSs in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors, unless the Company has informed JPMorgan Chase Bank, N.A. that such proxy should not be given, in accordance with the terms of the deposit agreement. PROPOSAL 1: RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023 The board of directors proposes to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2023. The board of directors recommends a vote FOR the RECEPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023. PROPOSAL 2: APPROVAL OF THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS ZHONG TIAN LLP AS INDEPENDENT AUDITOR OF THE COMPANY The audit committee proposes to approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as independent auditor of the Company (the Independent Auditor) for the fiscal year ending December 31, 2024. The board of directors recommends a vote FOR the APPROVAL OF the re-appointment of PRICEWATERHOUSECOOPERS

ZHONG TIAN LLP as the independent auditor for the fiscal year ending December 31, 2024. **PROPOSAL 3: AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITOR** The board of directors proposes to authorize the board of directors to fix the remuneration of the Independent Auditor. The board of directors recommends a vote **FOR** the authorization of the board OF DIRECTORS to fix the remuneration of the independent auditor. **PROPOSAL 4: RE-ELECTION OF MR. JERRY JUYING ZHANG AS DIRECTOR OF THE COMPANY** Pursuant to article 87(1) of the Company's Articles of Association, at each annual general meeting one-third of the directors of the Company for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that the chairman of our board of directors and/or the managing director shall not, while they hold such office, be subject to retirement by rotation or be taken into account in determining the number of directors of the Company to retire in each year. In addition to any director who wishes to retire, if any, the director(s) to retire shall be those who have been longest in office since their last re-election or appointment and such director(s) shall be eligible for re-election. As of the date of the AGM, the Company has six directors, including a chairman and a managing directors. Mr. Jerry Juying Zhang, being the director who has been longest in office since his last re-election, will retire at the AGM and offers himself for re-election. The board proposes to re-elect Mr. Jerry Juying Zhang as director of the Company. **PROPOSAL 5: AUTHORIZATION OF EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY** The board of directors proposes to authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit. The board of directors recommends a vote **FOR** the authorization of **EACH OF THE DIRECTORS AND OFFICERS OF THE COMPANY TO TAKE ANY AND EVERY ACTION THAT MIGHT BE NECESSARY TO EFFECT THE FOREGOING RESOLUTIONS AS SUCH DIRECTOR OR OFFICER, IN HIS OR HER ABSOLUTE DISCRETION, THINKS FIT**. **OTHER MATTERS** We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, 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/ Yusheng Sun** Chief Executive Officer and Chairman **Date: November 21, 2024** **EX-99.4** **PHOENIX NEW MEDIA LIMITED** (the **Company**) **P R O X Y** **I/We** **class** **ordinary shares** **1** in the Company, hereby appoint the Chairman of the Annual General Meeting **2** or **3** **or** **4** **or** **5** **or** **6** **or** **7** **or** **8** **or** **9** **or** **10** **or** **11** **or** **12** **or** **13** **or** **14** **or** **15** **or** **16** **or** **17** **or** **18** **or** **19** **or** **20** **or** **21** **or** **22** **or** **23** **or** **24** **or** **25** **or** **26** **or** **27** **or** **28** **or** **29** **or** **30** **or** **31** **or** **32** **or** **33** **or** **34** **or** **35** **or** **36** **or** **37** **or** **38** **or** **39** **or** **40** **or** **41** **or** **42** **or** **43** **or** **44** **or** **45** **or** **46** **or** **47** **or** **48** **or** **49** **or** **50** **or** **51** 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5. To authorize each of the directors and officers of the Company to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit. Â Â Â Â Â Â Â Â Phoenix New Media Limited JPMorgan Chase Bank, N.A., Depositary PO Box 64873, Saint Paul MN 55164-0873 Â Voting Instruction Card JPMorgan Chase Bank, N.A., (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of shareholders of Phoenix New Media Limited (the "Company") will be held at 2:00 p.m. (local time), on December 20, 2024, at Sinolight Plaza, No. 4 Qiyang Road, Wangjing, Chaoyang District, Beijing 100102, People's Republic of China, for the purposes set forth on this card. If you are desirous of having the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Ordinary Shares represented by your American Depository Receipt(s) FOR or AGAINST or to ABSTAIN from voting on the Resolutions, or any of them, proposed for the Meeting, kindly execute and forward to the Depositary the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire or oppose or abstain from voting on the Company's Resolutions, or any of them, as the case may be. Alternatively, you may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 9:00 a.m., New York City time, on December 18, 2024. Only the registered holders of record of American Depository Receipt(s) as of the close of business on November 21, 2024, will be entitled to execute the attached Voting Instruction Card. If no ADR Voting Instruction Card is received by the Depositary before 9:00 a.m., New York City time, December 18, 2024, in accordance with the provisions of the Depositary Agreement, you will be deemed to have instructed the Depositary to give a discretionary voting proxy to a person designated by the Company, which for purposes of this meeting is the Chairman of the Company with full power to exercise the voting rights under the Ordinary Shares represented by your ADSs and with full power to each of substitution. The signatory, a registered holder of American Depository Receipts representing Ordinary Shares of the Company of record on November 21, 2024, hereby requests and authorizes the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Ordinary Shares of the Company represented by American Depository Receipts, in accordance with the instructions given at the Annual General Meeting of shareholders. NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be returned before 9:00 a.m., New York City time, on December 18, 2024. Please Note: The Notice of Annual General Meeting and the Annual Report are available for viewing on the Company's website <http://ir.ifeng.com/>. JPMorgan Chase Bank, N.A., Depositary Â PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. Â