

DICE HOLDINGS, INC.

Form 4

December 17, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BINGHAM H RAYMOND

(Last) (First) (Middle)

C/O GENERAL ATLANTIC
SERVICE COMPANY, LLC, 3
PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

DICE HOLDINGS, INC. [DHX]

3. Date of Earliest Transaction
(Month/Day/Year)

12/15/2010

4. If Amendment, Date Original
Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing (Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/15/2010		S		6,328,327 <u>(1)</u>	D \$ 10.75	16,271,983	I	See footnotes <u>(2)</u> <u>(3)</u>
Common Stock	12/15/2010		<u>J</u> ⁽⁴⁾		82,890	D \$ 0	16,189,093	I	See footnotes <u>(3)</u> <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BINGHAM H RAYMOND C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830	X

Signatures

/s/ Raymond H.
Bingham 12/17/2010

____Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the following sale of common stock on December 15, 2010: (i) 4,128,668 shares by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 392,142 shares by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 858 shares by GAP Coinvestments CDA, L.P. ("CDA"); (1) (iv) 111,633 shares by GapStar, LLC ("GapStar"); (v) 1,337,960 by GAP-W Holdings, L.P. ("GAP-W"); (vi) 266,056 shares by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 80,894 shares by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 10,116 shares by GAPCO GmbH & Co. KG ("KG").

Represents (i) 10,425,383 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 990,207 shares owned by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 2,166 shares owned by GAP Coinvestments CDA, L.P. ("CDA"); (iv) 281,884 shares owned by (2) GapStar, LLC ("GapStar"); (v) 3,378,510 shares owned by GAP-W Holdings, L.P. ("GAP-W"); (vi) 964,021 shares owned by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 204,266 shares owned by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 25,546 shares owned by GAPCO GmbH & Co. KG ("KG").

(3) General Atlantic LLC ("GA") is the general partner of each of General Atlantic GenPar, L.P. ("GA GenPar"), GAP 79, and CDA. GA GenPar is the general partner of GA 84 and GAP-W. The officers of GapStar and managing members of GAPCO III and GAPCO IV are

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managing directors of GA. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The managing directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Bingham is an Advisory Director of GA. Mr. Bingham disclaims beneficial ownership of such shares beneficially owned by the GA entities except to the extent of his pecuniary interest therein.

- (4) Distribution of shares for no consideration to members of GAP Coinvestments III, LLC.
- (5) Represents the shares held by GAP 79, GAP 84, CDA, GapStar, GAP-W, GAPCO III, GAPCO IV and KG after giving effect to the distribution described in footnote (4) above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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