DICE HOLDINGS, INC.
Form 4
March 03, 2014

# FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HODGSON DAVID C

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 55 EAST 52ND STREET, 32ND FLOOR

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DICE HOLDINGS, INC. [DHX]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
__X__ Other (specify below)
*See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 02/27/2014 | | S | | 386,386 | D | $ 7.49 | 3,544,328 | I | See Footnotes (1) (9) (10) |
| Common Stock | 02/27/2014 | | S | | 36,699 | D | $ 7.49 | 336,642 | I | See Footnotes (2) (9) (10) |
| Common Stock | 02/27/2014 | | S | | 125,214 | D | $ 7.49 | 1,148,596 | I | See Footnotes (3) (9) (10) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 02/27/2014 | S | 10,447 | D | $ 7.49 | 95,833 | I | See Footnotes (4) (9) (10) |
| Common Stock | 02/27/2014 | S | 947 | D | $ 7.49 | 8,685 | I | See Footnotes (5) (9) (10) |
| Common Stock | 02/27/2014 | S | 80 | D | $ 7.49 | 737 | I | See Footnotes (6) (9) (10) |
| Common Stock | 02/27/2014 | S | 32,657 | D | $ 7.49 | 299,559 | I | See Footnotes (7) (9) (10) |
| Common Stock | 02/27/2014 | S | 7,570 | D | $ 7.49 | 69,445 | I | See Footnotes (8) (9) (10) |

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

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**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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HODGSON DAVID C<br>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC<br>55 EAST 52ND STREET, 32ND FLOOR | X | | | *See Remarks |

NEW YORK, NY 10055

## Signatures

| /s/ David C. Hodgson | 03/03/2014 |
|---|---|
| **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).

**(1)** By General Atlantic Partners 79, L.P. ("GAP 79").

**(2)** By General Atlantic Partners 84, L.P. ("GAP 84").

**(3)** By GAP-W Holdings, L.P. ("GAP W").

**(4)** By GapStar, LLC ("GapStar").

**(5)** GAPCO GmbH & Co. KG ("KG").

**(6)** By GAP Coinvestments CDA, L.P. ("GAPCO CDA").

**(7)** By GAP Coinvestments III, LLC ("GAPCO III").

**(8)** By GAP Coinvestments IV, LLC ("GAPCO IV").

**(9)** General Atlantic, LLC ("GA LLC") is the general partner of General Atlantic GenPar, L.P. ("GA GenPar"), GAP 79 and GAPCO CDA and is also the managing member of GAPCO III and GAPCO IV. GA GenPar is the general partner of GAP 84 and GAP W. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The officers of GapStar are managing directors of GA LLC. Certain managing directors of GA LLC make investment decisions for GmbH Management, which may be deemed to beneficially own the shares of common stock directly held by KG. (cont'd in FN 10)

**(10)** (cont'd from FN 9) Mr. Hodgson is a Managing Director of GA LLC. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by the General Atlantic entities, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of such shares for purposes of Section 16 or for any other purpose.

**Remarks:**

See footnotes 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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