DICE HOLDINGS, INC.
Form 3
July 03, 2014

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Benson John

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC.,Â 1040 AVENUE OF THE AMERICAS, 8TH FLOOR

(Street)

NEW YORK,Â NYÂ 10018

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/23/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Strategy Officer

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	414,256	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	02/19/2021	Common Stock	15,000	$ 7.13	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/27/2019	Common Stock	20,000	$ 8.97	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/03/2018	Common Stock	15,000	$ 14.5	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/10/2017	Common Stock	56,000	$ 6.08	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/12/2015	Common Stock	80,000	$ 6.65	D	Â
Employee Stock Option (Right to Buy)	Â (6)	11/01/2016	Common Stock	290,430	$ 4.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benson John C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK,Â NYÂ 10018	Â	Â	Â Chief Strategy Officer	Â

Signatures

/s/ John Benson	07/03/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) These options were granted on 02/19/2014 and vest quarterly.

(2) Previously reported on a Form 4 filed on 02/29/2012. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 27, 2013) and 6.25% vesting quarterly thereafter.

(3) Previously reported on a Form 4 filed on 03/07/2011. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (March 3, 2012) and 6.25% vesting quarterly thereafter.

(4) Previously reported on a Form 4 filed on 02/12/2010. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 10, 2011) and 6.25% vesting quarterly thereafter.

(5) Previously reported on a Form 4 filed on 02/14/2008. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 12, 2009) and 6.25% vesting quarterly thereafter.

(6) Previously reported on a Form 3 filed on 07/17/2007. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (Novemer 1, 2006) and 6.25% vesting quarterly thereafter.

Â

Remarks:

TheÂ ReportingÂ PersonÂ wasÂ previouslyÂ anÂ executiveÂ officerÂ ofÂ theÂ IssuerÂ butÂ ceasedÂ toÂ beÂ inÂ May,Â

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.