

DHI GROUP, INC.  
Form 4  
July 19, 2016

**FORM 4**

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

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).

**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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O DHI GROUP, INC., 1040 AVENUE OF THE AMERICAS, 8TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DHI GROUP, INC. [DHX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/15/2016**

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)  
**Chief Strategy Officer**

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/15/2016		M			4,549	A	\$ 4.19	266,361	D	
Common Stock	07/15/2016		S <sup>(1)</sup>			4,549	D	\$ 6.828 <sup>(2)</sup>	261,812	D	
Common Stock	07/18/2016		M			4,833	A	\$ 4.19	266,645	D	
Common Stock	07/18/2016		M			17,109	A	\$ 6.08	283,754	D	
Common Stock	07/18/2016		S <sup>(1)</sup>			21,942	D	\$ 6.8241	261,812	D	

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(3)

Common Stock	07/19/2016	M	5,300	A	\$ 6.08	267,112	D
Common Stock	07/19/2016	S <sup>(1)</sup>	5,300	D	\$ 6.8033	261,812	D

(4)

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.19	07/15/2016		M	4,549	(5) 11/01/2016	11/01/2016	Common Stock	4,549
Employee Stock Option (Right to Buy)	\$ 4.19	07/18/2016		M	4,833	(5) 11/01/2016	11/01/2016	Common Stock	4,833
Employee Stock Option (Right to Buy)	\$ 6.08	07/18/2016		M	17,109	(5) 02/10/2017	02/10/2017	Common Stock	17,109
Employee Stock Option (Right to Buy)	\$ 6.08	07/19/2016		M	5,300	(5) 02/10/2017	02/10/2017	Common Stock	5,300

## Reporting Owners

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

## Signatures

/s/ John Benson                      07/19/2016

\_\_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) These shares were sold pursuant to a Rule 10b5-1 trading plan.  
The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$6.80 to \$6.88. Upon request of the staff of the Securities and Exchange Commission, DHI Group, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$6.80 to \$6.87. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$6.80 to \$6.84. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (4) This grant of employee stock options has fully vested and is currently exercisable.
- (5)

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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