

Dwyer Christian  
 Form 4  
 November 06, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Dwyer Christian

(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)  
 10/24/2018

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 Product 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 or Price		
Common Stock	10/24/2018			A	179,641 (1)	A	\$ 0 179,641 D

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

**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.**

SEC 1474 (9-02)

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

**Edgar Filing: Dwyer Christian - Form 4**

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...
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	----------

## Reporting Owners

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

## Signatures

/s/ Christian Dwyer  
 11/06/2018  
 \*\*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) Represents a grant of restricted stock. 89,820 shares of restricted stock will vest according to the following schedule: 25% on October 24, 2019, 25% on October 24, 2020, 25% on October 24, 2021 and 25% on October 24, 2022. 89,821 shares of restricted stock will vest over two years, with 12.5% vesting on January 24, 2019, April 24, 2019, July 24, 2019, October 24, 2019, January 24, 2020, April 24, 2020, July 24, 2020 and October 24, 2020.

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. , OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER KEITHLEY INSTRUMENTS INC  
 ----- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL

Edgar Filing: Dwyer Christian - Form 4

EXECUTIVE OFFICES 28775 AURORA RD SOLON OH 44139

----- ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

----- ITEM 2(B). ADDRESS OF PRINCIPAL  
BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku  
Tokyo 150-8402 Japan ----- ITEM 2(C). CITIZENSHIP  
Japan -----

----- ITEM 2(D). TITLE OF CLASS OF  
SECURITIES Common Stock ----- ITEM 2(E). CUSIP  
NUMBER 487584104 -----

----- ITEM 3. IF THIS  
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON  
FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) // Bank as defined in  
section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15  
U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C.  
80a-8). (e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or  
endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person  
in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal  
Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment  
company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance  
with section 240.13d-1(b)(1)(ii)(J) ITEM 4. OWNERSHIP Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer identified in Item 1. (a) Amount Beneficially Owned:  
514,457 ----- (b) Percent of Class: 3.67%

----- (c) Number of shares as to which such person has:  
(i) sole power to vote or to direct the vote 514,457 ----- (ii) shared  
power to vote or to direct the vote - ----- (iii) sole power to dispose or  
to direct the disposition of 514,457 ----- (iv) shared power to dispose  
or to direct the disposition of - -----

----- ITEM 5. OWNERSHIP OF FIVE  
PERCENT OR LESS OF A CLASS If this statement is being filed to report the fact that as of the date hereof the  
reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the  
following. /X/ ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those  
accounts. See also Items 2(a) above. ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY  
WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not  
applicable ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable  
ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable ITEM 10. CERTIFICATION (a) The following  
certification shall be included if the statement is filed pursuant to section 240.13d-1(b): By signing below I certify  
that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the  
ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or  
influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a  
participant in any transaction having that purpose or effect. (b) The following certification shall be included if the  
statement is filed pursuant to section 240.13d-1(c): By signing below I certify that, to the best of my knowledge and  
belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of  
changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection  
with or as a participant in any transaction having that purpose or effect. SIGNATURE After reasonable inquiry and to  
the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and  
correct. January 9, 2007 ----- Date ----- Signature Robert J.  
Kamai Principal ----- Name/Title