

DHI GROUP, INC.
Form 4
December 10, 2015

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 *
QCP GP Investors II LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1065 AVENUE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2015

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See remarks.

(Street)

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

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

NEW YORK, NY 10018

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock, par value \$0.01 | 12/08/2015 | | J ⁽¹⁾⁽²⁾ | | 2,500,000 | D | \$ 0 |
| | | | | | 2,483,661 | I | |

See Footnotes (1) (2) (3)

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| QCP GP Investors II LLC 1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018 | | | | See remarks. |
| Quadrangle GP Investors II LP 1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018 | | | | See remarks. |
| Quadrangle Capital Partners II L P 1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018 | | | | See remarks. |
| Quadrangle Select Partners II L P 1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018 | | | | See remarks. |
| QUADRANGLE CAPITAL PARTNERS II-A L P 1065 AVENUE OF THE AMERICAS NEW YORK, NY 10018 | | | | See remarks. |

Signatures

/s/ Michael
Huber 12/10/2015
 **Signature of Reporting Person Date

/s/ Michael
Huber 12/10/2015
 **Signature of Reporting Person Date

/s/ Michael
 Huber 12/10/2015
 **Signature of Date
 Reporting Person

/s/ Michael
 Huber 12/10/2015
 **Signature of Date
 Reporting Person

/s/ Michael
 Huber 12/10/2015
 **Signature of Date
 Reporting Person

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).
 Effective December 8, 2015, Quadrangle Capital Partners II LP ("QCP II") distributed-in-kind, without consideration, 2,195,616 shares of Common Stock pro rata to its general and limited partners, Quadrangle Select Partners II LP ("Quadrangle Select II") distributed-in-kind, without consideration, 58,319 shares of Common Stock pro rata to its general and limited partners and Quadrangle Capital Partners II-A LP ("QCP II-A") distributed-in-kind, without consideration, 246,065 shares of Common Stock pro rata to its general and limited partners. (cont'd in FN 2)
- (1) (cont'd from FN 1) The shares received in these distributions by Quadrangle GP Investors II LP ("QCP GP II LP"), the general partner of each of QCP II, Quadrangle Select II and QCP II-A, were distributed-in-kind, without consideration, pro rata to its limited partners and to QCP GP Investors II LLC ("QCP GP II LLC"), its general partner, which in turn distributed the shares it received to its members. Following the distributions-in-kind, QCP II, Quadrangle Select II and QCP II-A directly owned 2,181,267, 57,937 and 244,457 shares of Common Stock, respectively, reported as beneficially owned in the above table. QCP GP II LLC is the general partner of QCP GP II LP, which is the general partner of QCP II, Quadrangle Select II and QCP II-A.
- (2) Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Act, each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein only to the extent of its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.
- (3)

Remarks:

Prior to the distributions-in-kind by the Reporting Persons, as described above, the Reporting Persons had the right to designate

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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