

DICE HOLDINGS, INC.
Form 4
August 05, 2014

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 *
GAPCO MANAGEMENT GMBH

(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)
08/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/01/2014 | | S | D | \$ 64,397 8.77 | D | (1) (9) |
| Common Stock | 08/01/2014 | | S | D | \$ 6,117 8.77 | D | (2) (9) |
| Common Stock | 08/01/2014 | | S | D | \$ 20,869 8.77 | D | (3) (9) |
| Common Stock | 08/01/2014 | | S | D | \$ 1,741 8.77 | D | (4) (9) |
| | 08/01/2014 | | S | D | 158 8,527 | D | (5) (9) |

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| | | | | | | | |
|--------------|------------|---|----------|---|---------|-----------|-------------------------|
| Common Stock | | | | | \$ 8.77 | | |
| Common Stock | 08/01/2014 | S | 13 | D | \$ 8.77 | 724 | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 08/01/2014 | S | 5,443 | D | \$ 8.77 | 294,116 | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 08/01/2014 | S | 1,262 | D | \$ 8.77 | 68,183 | D <u>(8)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 96,598 | D | \$ 8.69 | 3,383,333 | D <u>(1)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 9,174 | D | \$ 8.69 | 321,351 | D <u>(2)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 31,304 | D | \$ 8.69 | 1,096,423 | D <u>(3)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 2,612 | D | \$ 8.69 | 91,480 | D <u>(4)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 236 | D | \$ 8.69 | 8,291 | D <u>(5)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 20 | D | \$ 8.69 | 704 | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 8,164 | D | \$ 8.69 | 285,952 | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 08/04/2014 | S | V 1,892 | D | \$ 8.69 | 66,291 | D <u>(8)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 51,887 | D | \$ 8.76 | 3,331,446 | D <u>(1)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 4,929 | D | \$ 8.76 | 316,422 | D <u>(2)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 16,815 | D | \$ 8.76 | 1,079,608 | D <u>(3)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 1,403 | D | \$ 8.76 | 90,077 | D <u>(4)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 128 | D | \$ 8.76 | 8,163 | D <u>(5)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 11 | D | \$ 8.76 | 693 | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 4,385 | D | \$ 8.76 | 281,567 | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 08/05/2014 | S | V 1,017 | D | \$ 8.76 | 65,274 | D <u>(8)</u> <u>(9)</u> |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following 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

GAPCO MANAGEMENT GMBH
C/O GENERAL ATLANTIC SERVICE COMPANY, LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055

X

*See
Remarks

Signatures

/s/ Thomas J. 08/05/2014
Murphy

 *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).
- (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").

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- (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").

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

- (9) 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.

Remarks:

Each of the reporting persons described in the notes above may be deemed to be a "group" for purposes of the Se

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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