

DICE HOLDINGS, INC.
Form 4
July 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
LEVY ANTON J

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2007

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/23/2007 | | C | 25,403,000 | A <u>11</u> 25,449,100 | I | See footnotes (2) (3) |
| Common Stock | 07/23/2007 | | S | 4,709,663 | D \$ 13 20,739,437 | I | See footnotes (3) (4) |

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

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SEC 1474 (9-02)

number.

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 Number Shares |
| Series A Convertible Preferred Stock | (5) | 07/23/2007 | | C | 25,403,000 | (5) (5) | Common Stock 25,403,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVY ANTON J
C/O GENERAL ATLANTIC SERVICE COMPANY, LLC
3 PICKWICK PLAZA
GREENWICH, CT 06830

X

Signatures

/s/ Anton J. Levy 07/23/2007

**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) The Series A Convertible Preferred Stock converted into Dice Holdings, Inc. common stock on a one-for-one basis on July 23, 2007.

25,449,100 shares of common stock represents 17,890,108.1 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"), 477,999.4 shares owned by GapStar, LLC ("GapStar"), 5,332,348.7 shares owned by GAP-W Holdings, L.P. ("GAP-W LP"), 1,380,009.6 shares owned by GAP Coinvestments III, LLC ("GAPCO III"), 328,826.2 shares owned by GAP Coinvestments IV, LLC ("GAPCO IV") and 39,717.9 shares owned by GAPCO GmbH & Co. KG ("KG"), in each case immediately prior to Dice Holdings, Inc.'s initial public offering.

(3) General Atlantic LLC ("General Atlantic") is the general partner of GAP 79. General Atlantic is also the sole member of GapStar and the manager of GAP-W LP. The managing members of GAPCO III and GAPCO IV are Managing Directors of General Atlantic. GAPCO Management GmbH ("GmbH Management") is the general partner KG. The Managing Directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Levy is a Managing Director of General Atlantic and a Managing Member of GAPCO III and GAPCO IV. Mr. Levy disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.

(4)

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4,709,663 shares of common stock represents 3,336,058 shares sold by GAP 79, 89,135 shares sold by GapStar, 994,350 shares sold by GAP-W LP, 221,396 shares sold by GAPCO III, 61,318 shares sold by GAPCO IV and 7,406 shares sold by KG.

Any holder of shares of Series A Convertible Preferred Stock has the right, at its option, at any time and from time to time, to convert such shares into common stock on a one-for-one basis. The holders of at least 66 2/3% of all outstanding shares of Series A Convertible

- (5) Preferred Stock have the right, at any time, to require that all of the outstanding shares of Series A Convertible Preferred Stock be converted into shares of common stock on a one-for-one basis. There is no expiration on either the optional or mandatory conversion right.

25,403,000 shares of Series A Convertible Preferred Stock represents 17,857,757 shares owned by GAP 79, 477,135 shares owned by

- (6) GapStar, 5,322,706 shares owned by GAP-W LP, 1,377,524 shares owned by GAPCO III, 328,232 shares owned by GAPCO IV and 39,646 shares owned by KG, in each case immediately prior to Dice Holdings, Inc.'s initial public offering.

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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