

DICE HOLDINGS, INC.  
Form 3  
July 17, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GENERAL ATLANTIC LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC,Â 3 PICKWICK PLAZA</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06830</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/17/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DICE HOLDINGS, INC. [DHX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br/>(give title below) (specify below)<br/>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 32,351.1   | I   | See footnote <u>(1)</u>                                  |
| Common Stock                       | 864.4  | I   | See footnote <u>(2)</u>                                  |
| Common Stock                       | 9,642.7  | I   | See footnote <u>(3)</u>                                  |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                   |  |   |
| Series A Convertible Preferred Stock          | Â (4)  | Â (4)              | Common Stock   | 17,857,757 \$ (4)  | I  | See footnote (1)  |
| Series A Convertible Preferred Stock          | Â (4)  | Â (4)              | Common Stock   | 477,135 \$ (4)   | I  | See footnote (2)  |
| Series A Convertible Preferred Stock          | Â (4)  | Â (4)              | Common Stock   | 5,322,706 \$ (4)   | I  | See footnote (3)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |             |
|---|---------------|-----------|---------|-------------|
|   | Director      | 10% Owner | Officer | Other       |
| GENERAL ATLANTIC LLC<br>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC<br>3 PICKWICK PLAZA<br>GREENWICH,Â CTÂ 06830 | Â             | Â X       | Â       | See Remarks |

## Signatures

/s/ Thomas J. Murphy 07/17/2007

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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"), of which General Atlantic LLC ("General Atlantic") is the general partner.
- (2) By GapStar, LLC ("GapStar"), of which General Atlantic is the sole member.
- (3) By GAP-W Holdings, L.P. ("GAP-W LP"), of which General Atlantic is the general partner.

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 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.

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### Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group owned by the reporting person. This report shall not be deemed an admission that the reporting person is the beneficial owner of any securities not directly owned by the reporting person.

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