

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)

1. Name and Address of Reporting Person \*

Â HODGSON DAVID C  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
07/17/2007

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

4. Relationship of Reporting Person(s) to Issuer

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

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

(Street)

GREENWICH,Â CTÂ 06830

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

46,100

I

See footnotes (1) (2)

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	25,403,000	\$ (3)	I	See footnotes (1) (2)
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	18,191	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODGSON DAVID C C/O GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830	Â X	Â	Â	Â

## Signatures

/s/ David C. Hodgson 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) 46,100 shares of common stock represents 32,351.1 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"), 864.4 shares owned by GapStar, LLC ("GapStar"), 9,642.7 shares owned by GAP-W Holdings, L.P. ("GAP-W LP"), 2,575.6 shares owned by GAP Coinvestments III, LLC ("GAPCO III"), 594.2 shares owned by GAP Coinvestments IV, LLC ("GAPCO IV") and 71.9 shares owned by GAPCO GmbH & Co. KG ("KG"). 25,403,000 shares of Series A convertible preferred stock represents 17,857,757 shares owned by GAP 79, 477,135 shares owned by 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.
- (2) General Atlantic, LLC ("General Atlantic") is the general partner of GAP 79. General Atlantic is also the sole member of GapStar and the general partner 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 of KG. The Managing Directors of General Atlantic make voting and investment decisions with respect to securities held by KG and GmbH Management. Mr. Hodgson is a Managing Director of General Atlantic and GmbH Management and a Managing Member of GAPCO III and GAPCO IV. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.
- (3) 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.

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.