

DICE HOLDINGS, INC.  
Form 4  
November 13, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
11/11/2013

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 Indirect Beneficial Ownership (Instr. 4) |           |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-----------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |           |
| Common Stock                    | 11/11/2013                           |  | S                              |   | 618,891   | D  | \$ 7.5  | 4,889,564 | D (1) (9) |
| Common Stock                    | 11/11/2013                           |  | S                              |   | 58,783  | D  | \$ 7.5  | 464,413   | D (2) (9) |
| Common Stock                    | 11/11/2013                           |  | S                              |   | 200,561   | D  | \$ 7.5  | 1,584,540 | D (3) (9) |
| Common Stock                    | 11/11/2013                           |  | S                              |   | 16,734  | D  | \$ 7.5  | 132,205   | D (4) (9) |
|                                 | 11/11/2013                           |  | S                              |   | 1,516   | D  | \$ 7.5  | 11,982    | D (5) (9) |

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|              |            |   |           |   |                           |           |  |                         |
|--------------|------------|---|-----------|---|---------------------------|-----------|--|-------------------------|
| Common Stock |            |   |           |   |                           |           |  |                         |
| Common Stock | 11/11/2013 | S | 129       | D | \$ 7.5                    | 1,016     |  | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 11/11/2013 | S | 52,307    | D | \$ 7.5                    | 413,256   |  | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 11/11/2013 | S | 12,126    | D | \$ 7.5                    | 95,802    |  | D <u>(8)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 411,470 | D | \$<br>7.47<br><u>(10)</u> | 4,478,094 |  | D <u>(1)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 39,081  | D | \$<br>7.47<br><u>(10)</u> | 425,332   |  | D <u>(2)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 133,344 | D | \$<br>7.47<br><u>(10)</u> | 1,451,196 |  | D <u>(3)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 11,125  | D | \$<br>7.47<br><u>(10)</u> | 121,080   |  | D <u>(4)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 1,009   | D | \$<br>7.47<br><u>(10)</u> | 10,973    |  | D <u>(5)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 85      | D | \$<br>7.47<br><u>(10)</u> | 931       |  | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 34,777  | D | \$<br>7.47<br><u>(10)</u> | 378,479   |  | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 11/12/2013 | S | V 8,062   | D | \$<br>7.47<br><u>(10)</u> | 87,740    |  | D <u>(8)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V 547,380 | D | \$<br>7.45                | 3,930,714 |  | D <u>(1)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V 51,991  | D | \$<br>7.45                | 373,341   |  | D <u>(2)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V 177,386 | D | \$<br>7.45                | 1,273,810 |  | D <u>(3)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V 14,800  | D | \$<br>7.45                | 106,280   |  | D <u>(4)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V 1,341   | D | \$<br>7.45                | 9,632     |  | D <u>(5)</u> <u>(9)</u> |

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|              |            |   |   |        |   |         |         |                         |
|--------------|------------|---|---|--------|---|---------|---------|-------------------------|
| Common Stock | 11/13/2013 | S | V | 114    | D | \$ 7.45 | 817     | D <u>(6)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V | 46,263 | D | \$ 7.45 | 332,216 | D <u>(7)</u> <u>(9)</u> |
| Common Stock | 11/13/2013 | S | V | 10,725 | D | \$ 7.45 | 77,015  | D <u>(8)</u> <u>(9)</u> |

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

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SEC 1474  
(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 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        |
| GAPCO MANAGEMENT GMBH<br>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055 |               | X         |         | *See Remarks |

## Signatures

/s/ Thomas J. Murphy  
11/13/2013  
Date

\*\*Signature of 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").
- (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").
- (9) 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 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.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.46 to \$7.50, per share inclusive. The reporting persons undertake to provide to Dice Holdings, Inc., any security holder of Dice Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth this Form 4.

### Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person.

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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