

DICE HOLDINGS, INC.
Form SC 13G/A
February 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Dice Holdings, Inc.
(Name of Issuer)

Common Stock (\$0.01 par value per share)
(Title of Class of Securities)

253017107
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scot W. Melland

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

2,608,295

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

(Includes options to purchase 2,319,752 shares of the issuer's common stock that were vested

and exercisable as of, or will become vested and exercisable within 60 days of, December 31, 2013)

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

2,608,295

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,608,295

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%

12 TYPE OF REPORTING PERSON

IN

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- ITEM 1. (a) Name of Issuer:
Dice Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices:
1040 Avenue of the Americas, 8th Floor, New York, NY 10018
- ITEM 2. (a) Name of Person Filing:
Scot W. Melland
- (b) Address of Principal Business Office, or if None, Residence:
1040 Avenue of the Americas, 8th Floor, New York, NY 10018
- (c) Citizenship:
United States of America
- (d) Title of Class of Securities:
Common Stock (\$0.01 par value per share) (the "Shares")
- (e) CUSIP Number:
253017107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A Parent holding company or control person in accordance with

- ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
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ITEM 4. OWNERSHIP

- (a) Amount beneficially owned: 2,608,295
- (b) Percent of class: 4.6% (Based on calculations made in accordance with Rule 13d-3(d), and there being 54,171,842 Shares outstanding as of February 7, 2014 as reported in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 14, 2014
- (c) Number of shares as to which such person has:
- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 2,608,295 |
| (ii) | Shared power to vote or to direct the vote |
| | None |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 2,608,295 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | None |

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the closing date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

By: /s/ Scot W. Melland
Name: Scot W. Melland
Title: Director
