DICE HOLDINGS, INC.

Form 4 April 20, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Benson John

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First) (Middle)

(Zip)

DICE HOLDINGS, INC. [DHX] 3. Date of Earliest Transaction

(Check all applicable)

10% Owner

C/O DICE HOLDINGS, INC., 1040

AVENUE OF THE AMERICAS. 8TH FLOOR

Director X_ Officer (give title Other (specify below)

Chief Strategy Officer

(Street)

(State)

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

(Month/Day/Year)

04/16/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

tivo Commities Assuin

NEW YORK, NY 10018

()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
	any	Code	de (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Codo V	Amount		Drigo	(Instr. 3 and 4)		
		Code v	Amount	(D)				
		-: (1)					_	
04/16/2015		$S_{\underline{(1)}}$	13,526	D	8.98	291,374	D	
					(2)			
					Φ.			
					\$			
04/17/2015		S(1)	46,188	D	8.66	245,186	D	
					(3)			
	2. Transaction Date	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) 04/16/2015	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V 04/16/2015 S(1)	2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 (Month/Day/Year) (Month/Day/Year) Code V Amount O4/16/2015 S(1) 13,526	2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 04/16/2015 S(1) 13,526 D	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Code V Amount (D) Price \$ 04/16/2015 \$\frac{5(1)}{2}\$ 13,526 D 8.98 (2) \$\frac{(2)}{5}\$	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Instr. 8) Execution Date, if Transaction(A) or Disposed of (D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price \$ 04/16/2015 S(1) 13,526 D 8.98 291,374 (2) \$ 04/17/2015 S(1) 46,188 D 8.66 245,186	2. Transaction Date (Month/Day/Year)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Namel		
					Exercisable	Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Benson John C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK NY 10018			Chief Strategy Officer			

Signatures

/s/ John Benson 04/20/2015

**Signature of 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) These shares were sold pursuant to a Rule 10b5-1 trading plan.
- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.96 to \$9.00. Upon request of the staff of the Securities and Exchange Commission, Dice Holdings, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions (3) ranged from \$8.52 to \$8.88. Upon request of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

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.

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