

Melrose Constance
 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 * ^ Melrose Constance (Last) (First) (Middle) C/O DICE HOLDINGS, INC., ^ 3 PARK AVENUE, 33RD FLOOR (Street) NEW YORK, ^ NY ^ 10016 (City) (State) (Zip) | 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 (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) VP Treas. & Strategic Planning / See Remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|---|-------|------------|--------------|---------|-------------|----------------------------------|---|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 11,525 | \$ (1) | D | Â |
| Employee Common Stock Option (Right to Buy) | Â (2) | 11/07/2015 | Common Stock | 145,215 | \$ 2.17 (2) | D | Â |
| Employee Common Stock Option (Right to Buy) | Â (3) | 01/31/2017 | Common Stock | 11,525 | \$ 6.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------------|
| | Director | 10% Owner | Officer | Other |
| Melrose Constance C/O DICE HOLDINGS, INC. 3 PARK AVENUE, 33RD FLOOR NEW YORK, NY 10016 | Â | Â | Â VP Treas. & Strategic Planning | See Remarks |

Signatures

/s/ Constance Melrose 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) 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
- (2) The options vest over four years, with the first 25% vesting on the first anniversary of the vesting commencement date (August 31, 2005) and 6.25% vesting quarterly thereafter. The option exercise price with respect to 54,455 options was reduced to \$1.98 (after giving effect to a stock split) to reflect a non-recurring dividend to preferred stockholders on October 27, 2006. On March 23, 2007, the option exercise price on 90,760 options which were then unvested (including 9,075 options which have since become vested and exercisable) was reduced to \$0.20 (after giving effect to a stock split) to reflect a payment received by each holder of vested options in lieu of a dividend.
- (3) The options vest over four years, with the first 25% vesting on the first anniversary of the vesting commencement date (January 31, 2007) and 6.25% vesting quarterly thereafter.

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Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Act.

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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