

HODGSON DAVID C  
Form 4  
February 24, 2011

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
HODGSON DAVID C

(Last) (First) (Middle)

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

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 02/22/2011                           |  | S                              |   | 3,548,238<br>(1)  | D  | \$ 14.25                                   |
|                                 |                                      |  |                                |   |   |  | 12,640,855<br>(2)                          |
| Common Stock                    | 02/22/2011                           |  | J(4)                           |   | 40,960  | D  | \$ 0                                       |
|                                 |                                      |  |                                |   |   |  | 12,599,895<br>(2)                          |

See footnotes (2) (3)  
See footnotes (3) (5)

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

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SEC 1474 (9-02)

number.

**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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| HODGSON DAVID C<br>C/O GENERAL ATLANTIC SERVICE COMPANY,LLC<br>3 PICKWICK PLAZA<br>GREENWICH, CT 06830 | X             |           |         |       |

## Signatures

/s/ David C. Hodgson  
02/24/2011  
\*\*Signature of Reporting 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).
- Represents the following sales of common stock on February 22, 2011: (i) 2,311,357 shares by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 219,533 shares by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 480 shares by GAP Coinvestments CDA, L.P. ("CDA"); (1) (iv) 62,495 shares by GapStar, LLC ("GapStar"); (v) 749,031 shares by GAP-W Holdings, L.P. ("GAP-W"); (vi) 154,391 shares by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 45,287 shares by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 5,664 shares by GAPCO GmbH & Co. KG ("KG").
- Represents (i) 8,114,026 shares owned by GAP 79; (ii) 770,674 shares owned by GAP 84; (iii) 1,686 shares owned by CDA; (iv) 219,389 shares owned by GapStar; (v) 2,629,479 shares owned by GAP-W; (vi) 726,740 shares owned by GAPCO III; (vii) 158,979 shares owned by GAPCO IV; and (viii) 19,882 shares owned by KG.
- (3) General Atlantic LLC ("GA") is the general partner of each of General Atlantic GenPar, L.P. ("GA GenPar"), GAP 79, and CDA. GA GenPar is the general partner of GA 84 and GAP-W. The officers of GapStar and managing members of GAPCO III and GAPCO IV are managing directors of GA. 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 the securities held by KG and GmbH Management. Mr. Hodgson

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is a Managing Director of GA and a Managing Member of GAPCO III, GAPCO IV and GapStar. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.

- (4) Distribution of shares for no consideration to members of GAP Coinvestments III, LLC.
- (5) Represents the shares held by GAP 79, GAP 84, CDA, GapStar, GAP-W, GAPCO III, GAPCO IV and KG after giving effect to the distribution described in footnote (4) above.

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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