

DICE HOLDINGS, INC.  
Form 4  
August 05, 2014

**FORM 4**

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

OMB APPROVAL

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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)  
08/01/2014

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2014		S		64,397	D	\$ 8.77
							3,479,931
							D (1) (9)
Common Stock	08/01/2014		S		6,117	D	\$ 8.77
							330,525
							D (2) (9)
Common Stock	08/01/2014		S		20,869	D	\$ 8.77
							1,127,727
							D (3) (9)
Common Stock	08/01/2014		S		1,741	D	\$ 8.77
							94,092
							D (4) (9)
	08/01/2014		S		158	D	8,527
							D (5) (9)

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Common Stock					\$ 8.77		
Common Stock	08/01/2014	S	13	D	\$ 8.77	724	D <u>(6)</u> <u>(9)</u>
Common Stock	08/01/2014	S	5,443	D	\$ 8.77	294,116	D <u>(7)</u> <u>(9)</u>
Common Stock	08/01/2014	S	1,262	D	\$ 8.77	68,183	D <u>(8)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 96,598	D	\$ 8.69	3,383,333	D <u>(1)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 9,174	D	\$ 8.69	321,351	D <u>(2)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 31,304	D	\$ 8.69	1,096,423	D <u>(3)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 2,612	D	\$ 8.69	91,480	D <u>(4)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 236	D	\$ 8.69	8,291	D <u>(5)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 20	D	\$ 8.69	704	D <u>(6)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 8,164	D	\$ 8.69	285,952	D <u>(7)</u> <u>(9)</u>
Common Stock	08/04/2014	S	V 1,892	D	\$ 8.69	66,291	D <u>(8)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 51,887	D	\$ 8.76	3,331,446	D <u>(1)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 4,929	D	\$ 8.76	316,422	D <u>(2)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 16,815	D	\$ 8.76	1,079,608	D <u>(3)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 1,403	D	\$ 8.76	90,077	D <u>(4)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 128	D	\$ 8.76	8,163	D <u>(5)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 11	D	\$ 8.76	693	D <u>(6)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 4,385	D	\$ 8.76	281,567	D <u>(7)</u> <u>(9)</u>
Common Stock	08/05/2014	S	V 1,017	D	\$ 8.76	65,274	D <u>(8)</u> <u>(9)</u>

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

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(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 Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE COMPANY, LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks

## Signatures

/s/ Thomas J. Murphy                      08/05/2014

\_\_Signature of                      Date  
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").

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- (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").

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

- (9) 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.

**Remarks:**

Each of the reporting persons described in the notes above may be deemed to be a "group" for purposes of the Se

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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