DICE HOLDINGS, INC.
Form 10-K
February 14, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

R ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

£ TRANSITION PERIOD PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission File Number: 001-33584

DICE HOLDINGS, INC.
(Exact name of Registrant as specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-3179218 (I.R.S. Employer Identification No.)
1040 Avenue of the Americas, 8th Floor New York, New York (Address of principal executive offices)	10018 (Zip Code)

(212) 725-6550
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes £ No R

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes £ No R

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No £

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. £

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company in Rule 12b-2 of the Exchange Act.
Large accelerated filer £   Accelerated filer R   Non-accelerated filer £ Smaller Reporting Company £
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes £   No R
The aggregate market value of common stock held by non-affiliates of the registrant was approximately $377,000,000 as of June 30, 2013, the last business day of the registrant’s second fiscal quarter of 2013.
As of February 7, 2014, there were 54,171,842 shares of the registrant’s common stock, par value $.01 per share, outstanding.
DOCUMENTS INCORPORATED BY REFERENCE
Part III incorporates information from certain portions of the registrant’s definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year end of December 31, 2013.

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NOTE CONCERNING FORWARD-LOOKING STATEMENTS

Information contained herein contains forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, and descriptions of our business strategy. These statements often include words such as “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to:

- increases in the unemployment rate, cyclicality or downturns in the United States or worldwide economy or the industries we serve, labor shortages, or job shortages;
- concerns regarding the global economic climate and European debt crisis and market perceptions concerning the instability of the Euro;
- competition from existing and future competitors;
- changes in the recruiting and career services business and technologies, and the development of new products and services;
- decreases or delays in business-to-business technology advertising spending could harm our ability to generate advertising revenue;
- failure to develop and maintain our reputation and brand recognition;
- failure to increase or maintain the number of customers who purchase recruitment packages;
- failure to attract qualified professionals or grow the number of qualified professionals who use our websites;
- failure to timely and efficiently scale and adapt our existing technology and network infrastructure;
- capacity constraints, systems failures or breaches of network security;
- compliance with laws and regulations concerning collection, storage and use of professionals’ professional and personal information;
- our indebtedness;
- inability to borrow funds under our Credit Agreement (as defined below) or refinance our debt;
- results of operations fluctuate on a quarterly and annual basis;
- periods of operating and net losses and history of bankruptcy;
- covenants in our Credit Agreement;
- inability to successfully integrate recent and future acquisitions or identify and consummate future acquisitions;
- strain on our resources due to future growth;
- misappropriation or misuse of our intellectual property, claims against us for intellectual property infringement or the failure to enforce our ownership or use of intellectual property;
- control by our principal stockholders;
- compliance with certain corporate governance requirements and costs incurred in connection with being a public company;
- compliance with the continued listing standards of the New York Stock Exchange (the “NYSE”);
- volatility in our stock price;
- failure to maintain internal controls over financial reporting;
- loss of key executives and technical personnel;
- U.S. and foreign government regulation of the Internet and taxation;
- changes in foreign currency exchange rates;
- failure to realize the full potential of our network;
- decrease in user engagement;

- failure to halt the operations of websites that aggregate our data, as well as data from other companies;
- failure of our businesses to attract, retain and engage users;
- inability to retain open source projects and attract new open source projects;
- our foreign operations;
- inability to expand into international markets;
- unfavorable decisions in proceedings related to future tax assessments;
- taxation risks in various jurisdictions for past or future sales;
- write-offs of goodwill; and
- significant downturn not immediately reflected in our operating results.

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NON-GAAP FINANCIAL MEASURES

Information contained herein contains certain non-GAAP financial measures. These measures are not in accordance with, or an alternative for, generally accepted accounting principles in the United States (“GAAP”). Such measures presented herein include adjusted earnings before interest, taxes, depreciation, amortization, non-cash stock based compensation expense, and other non-recurring income or expense (“Adjusted EBITDA”), and free cash flow. See Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for definitions of these measures.

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PART I

Item 1. Business

Information Availability

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy and information statements and other material information concerning us are available free of charge on the Investor Relations page of our website at www.diceholdingsinc.com. Our reports filed with the SEC are also available at the SEC’s Public Reference Room at 100 F Street, NE, Washington, DC 20549, by calling 1-800-SEC-0330, or by visiting http://www.sec.gov.

Company Profile

Dice Holdings, Inc. (the “Company” or “DHI”) is a leading provider of specialized websites focused on select professional communities. Through our online communities, professionals can manage their careers by finding relevant job opportunities and by building their knowledge through original and community-shared content. Generally, each of our websites are free for professionals to use.

All of our websites are targeted to the specific needs of the professional community they serve. This enables employers, recruiters, staffing agencies, consulting firms and marketing professionals to effectively target and reach highly-valued audiences.

The majority of our revenues are derived from employers and recruiters who utilize our services to find and recruit prospective employees through job postings, access to proprietary resume databases, career fairs and employer branding. The majority of revenues are generated through the sale of recruitment packages, which are available through monthly or longer-term contractual arrangements and allow customers to post jobs and source candidates through our resume databases, and in the case of Dice.com utilize Open Web service for an additional fee.

We operate a number of services which generate the majority of revenues from recruitment, including:

- Dice.com, the leading website in the United States for technology and engineering professionals. The service has operated for over 23 years;
- ClearanceJobs.com, the leading Internet-based career network dedicated to matching security-cleared professionals with the best hiring companies searching for new employees has operated for more than 11 years;
- The IT Job Board, a leading technology career site for the United Kingdom, Germany, Belgium and the Netherlands, as well as a media service that targets IT decision makers and professionals globally has operated for over 11 years;
- eFinancialCareers, the world’s leading financial services careers website, and the place to go for financial careers and talent. The service has been in operation for 13 years and operates in 19 markets and three languages primarily in the United Kingdom, Asia, Continental Europe, North America, Australia, as well as the financial centers of the Middle East;
- Rigzone, a market leader in the oil and gas industry delivering career services, content, data, and advertising, which started 15 years ago;
- HEALTHeCAREERS provides a full spectrum of medical and healthcare jobs along with unparalleled access across disciplines and specialties. Employers are able to recruit qualified candidates and healthcare professionals can find employment opportunities specific to their individual career path. This service has operated for over 18 years;
- Health Callings, a leading website in the United States for healthcare professionals. The service has operated for over 14 years;
- BioSpace, the leading resource for biotechnology careers, news and resources has helped accelerate recruitment, communication and discovery among business and scientific leaders within the life sciences for more than 28 years;
- Hcareers, the number one source for hospitality jobs across North America, is the largest provider of jobs for the hotel, restaurant, food service, casino and retirement industries. This service has operated for over 16 years; and

- Targeted Job Fairs, a leading producer and host of career fairs and open houses focused primarily on technology, energy and security-cleared candidates.

We operate a number of services which generate the majority of revenues from advertising and marketing solutions, including:

- SourceForge, the largest, most trusted online destination for open source software development, discovery, review and publication has been in operation for over 14 years; and

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- Slashdot, a user-generated news, analysis, peer question and professional insight community has been in operation for over 16 years.

The Company, a Delaware corporation, was incorporated on June 28, 2005. We believe that our long operating history has enabled us to build brand recognition and a critical mass of both customers and professionals, which has given us a distinct competitive advantage in our categories.

We believe as recruiting and marketing activities continue to migrate online and become increasingly targeted and specialized, both professionals and customers demand access to relevant industry and occupation-specific news, content, data, and recruiting services. Professionals can utilize the tools we provide to build their online professional profiles on specialized websites focused on select professional communities.

Strategic Investments

In November 2013, we acquired all of the issued and outstanding shares of onTargetjobs, Inc., a leading vertical recruiting service in healthcare and hospitality. This acquisition added HEALTHeCAREERS, BioSpace and Hcareers to our portfolio of services. The purchase price consisted of $46.3 million, net of cash acquired. The acquisition resulted in recording intangible assets of $27.6 million and goodwill of $23.8 million.

In July 2013, we acquired all of the issued and outstanding shares of JobBoard Enterprises Limited, an online recruitment company in the technology industry and the corporate entity of The IT Job Board. The purchase price consisted of £8.0 million ($12.2 million), net of cash acquired, plus deferred payments totaling £3.0 million ($4.6 million) in the aggregate, payable upon the achievement of certain operating and financial goals ending in January 2015. In January 2014, a payment of $820,000 was made to the seller. The acquisition resulted in recording intangible assets of $10.8 million and goodwill of $9.1 million.

In October 2012, we acquired all of the issued and outstanding shares of WorkDigital Limited, a technology company focused on the recruitment industry. The purchase price consisted of $10.0 million in cash, plus deferred payments totaling up to $10.0 million in the aggregate payable in 2013-2014 based on the delivery of certain products and the achievement of certain milestones. In October 2013, a payment of $5.0 million was made to the sellers, and we expect deferred purchase price payments totaling $5.0 million to be made in October 2014. The acquisition resulted in the recording of $17.9 million in goodwill and $2.3 million in intangible assets.

In September 2012, we purchased certain assets of Geeknet, Inc.’s online media business (now known as “Slashdot Media”), including the Slashdot, SourceForge and Freecode websites. The purchase price consisted of $20.0 million in cash. The acquisition resulted in recording intangible assets of $9.7 million and goodwill of $6.2 million. The unamortized intangible assets of $7.2 million and goodwill of $6.2 million were written off during the fourth quarter of 2013 due to a decline in the financial performance of the business and expectations of future performance in line with 2013 results.

In June 2012, we purchased certain assets of FINS.com and entered into an exclusive agreement with Dow Jones & Company to provide and operate the online career centers for WSJ.com, The Wall Street Journal website, and MarketWatch.com in the United States.

In August 2010, we acquired all of the issued and outstanding shares of Rigzone.com, Inc., a market leader in the oil and gas industry delivering online content, data, advertising and career services. The purchase expanded our footprint in the energy vertical. The purchase price consisted of initial consideration of approximately $39.0 million in cash. In October 2011, additional consideration of $12.7 million was paid under the purchase agreement for the achievement of certain revenue goals through June 30, 2011, bringing the total purchase price to $51.7 million. The acquisition resulted in recording intangible assets of $24.6 million and goodwill of $30.2 million. In May 2010, we acquired the online and career-events business of WorldwideWorker.com, a global leader in online recruitment for the energy industry. The purchase price consisted of initial consideration of $6.0 million in cash. Additional consideration of $230,000 was paid in 2011 and an additional $1.6 million was paid in February 2012. The acquisition resulted in recording intangible assets of $4.9 million and goodwill of $4.9 million. In January 2012, we combined WorldwideWorker and Rigzone into one service under the Rigzone brand and website, creating one global service with strong reach in each of the major energy producing regions of the world.

In June 2009, we acquired substantially all of the assets of AllHealthcareJobs.com (now known as Health Callings), a leading online career site dedicated to matching healthcare professionals with available career opportunities. The purchase price consisted of initial consideration of $2.7 million in cash (including working capital adjustments) and the issuance of 205,000 shares of the Company's common stock (with certain restrictions) valued at $959,000. During the fourth quarter of 2013, all of the goodwill from the Health Callings acquisition was written off due to decreased cash flow projections for this reporting unit, as a result of the acquisition of the healthcare recruiting website, HEALTHeCAREERS, from onTargetjobs, Inc.

In October 2006, we acquired all of the outstanding capital stock of eFinancialGroup (the "eFinancialGroup Acquisition"). eFinancialGroup operated the eFinancialCareers.com website, which targets financial markets professionals and

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employers worldwide. Total consideration for eFinancialGroup was $89.9 million (including the value of 3,628,992 shares of the Series A convertible preferred stock of Dice Holdings, Inc. issued as partial consideration for the eFinancialGroup Acquisition).

Our Segments

During the fourth quarter of 2013 we changed our reporting segments to reflect our current operating structure. All prior periods have been recast to reflect the current segment presentation. The following table summarizes our revenues by reporting segments, which are described in each of the subsequent discussions:

	Year ended December 31,								
	2013			2012			2011		
	(in thousands, except percentages)								
Revenues:									
Tech & Clearance	$131,924	61.8	%	$129,185	66.1	%	$116,406	65.0	%
Finance	34,997	16.4	%	38,373	19.6	%	44,970	25.1	%
Energy	23,503	11.0	%	19,865	10.2	%	15,936	8.9	%
Healthcare	5,563	2.6	%	2,493	1.3	%	1,818	1.0	%
Hospitality	1,389	0.7	%	—	—	%	—	—	%
Corporate & Other	16,106	7.5	%	5,447	2.8	%	—	—	%
Total revenues	$213,482	100.0	%	$195,363	100.0	%	$179,130	100.0	%

Revenues during the year ended December 31, 2013, 2012, and 2011 from customers in the United States totaled $169.7 million, $155.8 million, and $136.7 million, respectively. The remaining revenue for each period was from all foreign countries, none of which were individually significant.

Refer to the notes to our consolidated financial statements for a measure of profit and assets by segment.

Tech & Clearance

Our Tech & Clearance reporting segment is comprised of the Dice.com, ClearanceJobs.com, and The IT Job Board (since date of acquisition in July 2013) services, as well as related career fairs. Revenues are derived mostly from sales of recruitment packages to recruiters and employers, which are a combination of job posting slots, access to a searchable database of candidates, and in the case of Dice.com, our Open Web service.

We believe that Dice.com is the leading recruiting and career development website for technology and engineering professionals in the United States. During December 2013, Dice.com had nearly 1.8 million unique visitors, a decrease of 9% since December 2012. As of December 31, 2013, there were approximately 78,000 job postings on Dice.com.

We believe that ClearanceJobs.com is the leading Internet-based career network dedicated to matching security-cleared professionals with the best hiring companies searching for new employees. During December 2013, ClearanceJobs.com had approximately 310,000 unique visitors, an increase of approximately 12% since December 2012, and as of December 31, 2013 had approximately 5,200 job postings.

We believe that The IT Job Board is a leading technology career site for the UK, Germany, Belgium and the Netherlands, as well as a media service that targets IT decision makers and professionals globally. During December 2013, The IT Job Board had approximately 305,000 unique visitors, an increase of 39% since December 2012, and as of December 31, 2013 had approximately 18,000 job postings.

Finance

Our Finance reporting segment represents the eFinancialCareers service worldwide. Revenues are derived from the sale of job postings, access to a searchable database of candidates, classified job postings, and website advertising, either as part of a package or individually.

We believe that eFinancialCareers.com is the world's leading financial services careers website, and the place to go for financial careers and talent. During December 2013, eFinancialCareers.com had approximately 1.0 million unique visitors worldwide, including visitors who came to more than one site in the network during the month, compared to 1.1 million unique

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visitors as of December 2012. As of December 31, 2013, there were approximately 7,600 job postings on eFinancialCareers.com.

Energy

Our Energy reporting segment represents the Rigzone service and related career fairs. Revenues are primarily derived from sales of job postings, access to a searchable database of candidates, classified job postings, marketing solutions and website advertising, either as part of a package or individually. Revenues are also generated from the sale of subscriptions to energy industry data and from recruitment services at energy industry events. During December 2013, Rigzone.com had approximately 1.1 million unique visitors, an increase of 44% since December 2012, and as of December 31, 2013 there were approximately 4,700 job postings on Rigzone.com. In January 2012, we combined WorldwideWorker and Rigzone into one service under the Rigzone brand and website. Unique features and functionality from the WorldwideWorker website were replicated in the Rigzone website. Resumes and customers on WorldwideWorker were transferred to the Rigzone service, and the WorldwideWorker website was shut down.

Healthcare

The Healthcare segment includes HEALTHeCAREERS, Health Callings and BioSpace (since the date of acquisition of HEALTHeCAREERS and BioSpace in November 2013). Revenues are derived from the sale of job postings, access to a searchable database of candidates, website advertising and other marketing programs, either as part of a package or individually.

HEALTHeCAREERS provides a full spectrum of medical and healthcare jobs along with unparalleled access across healthcare disciplines and specialties. During December 2013, HEALTHeCAREERS had approximately 600,000 unique visitors, an increase of 36% since December 2012, and as of December 31, 2013 there were approximately 14,000 job postings on HEALTHeCAREERS.com.

Health Callings is a recruiting and career development website for healthcare professionals. During December 2013, Health Callings had approximately 450,000 unique visitors, an increase of approximately 37% since December 2012. As of December 31, 2013, Health Callings had approximately 24,000 job postings. We intend to combine Health Callings and HEALTHeCAREERS into one service under the HEALTHeCAREERS brand during 2014.

BioSpace is the leading online community for industry news and careers for life science professionals. During December 2013, BioSpace had approximately 233,000 unique visitors. As of December 31, 2013, there were approximately 900 job postings on Biospace.com.

Hospitality

The Hospitality segment includes Hcareers (since the date of acquisition in November 2013), which is the number one source for hospitality jobs across North America and is the largest provider of jobs for the hotel, restaurant, food service, casino and retirement industries. During December 2013, Hcareers had approximately 937,000 unique visitors, an increase of nearly 24% since December 2012. As of December 31, 2013, Hcareers had approximately 14,000 job postings.

Corporate & Other

Our Corporate & Other reporting segment is comprised of Slashdot Media, WorkDigital and corporate-related costs. Revenues are primarily generated from website advertising and marketing solutions, primarily on our Slashdot and SourceForge sites, along with the sale of classified job postings to recruiters and employers.

Slashdot Media includes Slashdot, SourceForge, and Freecode websites. Slashdot is a user-generated news, analysis, peer question and professional insight community. It serves technology professionals and enthusiasts with timely, peer-produced and peer-moderated technology news and discussion. During December 2013 and December 2012, Slashdot.com had approximately 3.8 million unique visitors. SourceForge is an online destination for technology professionals and enthusiasts to develop, download, review, and publish open source software. SourceForge had approximately 32.5 million unique visitors (a majority of which originated from countries outside the United States) during December 2013, a decrease of 20% from December 2012, and over 3.8 million downloads per day. Freecode indexes downloadable Linux, Unix, and cross-platform software for a worldwide technology audience.

WorkDigital is a technology company focused on the recruitment industry. Its revenues are primarily driven from FreshUp, a cloud-based service that updates resumes and customer records based on the latest social information, which allows hiring managers and marketers to augment and update their databases.

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Our Industry

We primarily operate in the online employment advertising segment of the broader market for staffing and employment services, although through the acquisition of SourceForge and Slashdot, the Company also operates in the online advertising business. The worldwide market for staffing and employment advertising is large and shifting online at a rapid pace, as is general advertising.

We believe that the overall demand for employment advertising and recruiting and career development products and services has significant long-term growth potential. Over the next decade, the aging labor force of the United States is expected to lead to a labor supply-demand imbalance as baby-boomers retire. We believe that international economies show similar trends, with an aging labor force in Europe and shortages of skilled professionals to meet the demand of developing economies in Asia.

We also believe that certain industries that employ highly skilled and highly paid professionals will experience particularly strong demand for effective recruiting solutions due to the scarcity of such professionals.

We believe that the market for employment advertising will continue to shift online due to:

- Expansion in the size of the Internet population and increased broadband access. The Internet population continues to grow and, according to International Data Corporation ("IDC"), the number of global Internet users is projected to grow from 2.7 billion in 2013 to over 3.8 billion in 2017. According to IDC, home broadband access is expected to increase from 655 million in 2013 to 859 million in 2017. This trend is bringing online large groups of workers from diverse industry segments and enabling employers and marketers to target them through online classified advertisements.
- Shift in media consumption and spending from offline to online media. Increased penetration of broadband Internet connections is fueling not only the growth in the number of Internet users but also the amount of time consumers are spending online (on an absolute basis and relative to using other media). According to eMarketer, in 2013 U.S. digital ad spending increased 16% to an estimated $42.7 billion from 2012 with mobile use increasing 120% during the same period. While U.S. online advertising budgets are large and growing, online marketing spend represents only a fraction of total advertising spend. According to eMarketer, online advertising budgets represented 25% of total U.S. advertising expenditures. We believe that over time, advertisers will follow consumer behavior and invest a growing share of their marketing budgets in online advertising. eMarketer projects that U.S. online advertising will reach $62.8 billion in 2017 and represent 32% of all marketing spend, representing a Compound Annual Growth Rate ("CAGR") of approximately 10% from 2013.
- Online job boards offer inherent benefits compared to offline methods. The Internet has revolutionized the hiring process for professionals as well as for recruiters and employers. Professionals experience multiple benefits from performing searches online. They are able to search for open positions that fit their qualifications and career objectives and immediately upload their resumes to apply for open positions. Prior to online offerings, recruiters and employers had a limited and relatively inflexible set of options to find employees, including newspaper classifieds and other print advertisements, traditional career fairs, on campus recruiting, internal referral programs and recruiting firms. With online solutions, recruiters and employers are able to immediately upload and update a list of open positions and can provide detailed job descriptions, along with links to relevant information for potential candidates. They can also efficiently search through online databases of resumes for candidates that fit their hiring needs.
- Relative cost advantages of online versus print employment advertising. Recruiters and employers using online recruiting methods can realize substantially lower cost per hire and overall sourcing costs in comparison to traditional print classified advertisements. Not only is the typical price to post a job listing lower online than in print for a comparable period of time, but we also believe that online advertising is more effective and contributes to a higher return on investment for our customers because online job postings are generally more accessible to a wider audience given the limitless geographic boundaries and 24/7 access the Internet affords. Moreover, online job postings can more easily be filtered for relevancy than print listings, allowing customers access to a more targeted audience. Further, searchable database access allows customers access to a broad and unique talent pool, immediately and cost effectively, connecting employers with highly qualified professionals.
- Expansion of public information online related to careers through social media. The rapid adoption of social media has led to an expansion of information professionals are willing to share on the open web. As search tools and

services continue to improve the indexing, parsing, matching, and aggregating data, employers and recruiters will derive more value from online sourcing services, particularly those that can efficiently target and connect directly with highly-valued professionals.

While generalist career sites have improved the recruiting process compared to traditional offline alternatives, specialized websites offer job postings, content and services tailored to the specific needs of the communities they serve. Generalist sites often do not provide as simple and as rapid an ability to match specific skills and requirements between candidates and available positions. Specialist websites, however, not only can provide an experience relevant to candidates' specific needs, but also can remain relevant for professionals who are not currently seeking a job, but who nonetheless wish to remain apprised of market trends. We believe this leads to a better recruitment experience for both customers and professionals.

Our Value Proposition

We have become a leading provider of specialized websites for select professional communities by providing unique benefits to professionals and our customers. Each of our websites are targeted to the specific needs of the professional community it serves. This enables employers, recruiters, staffing agencies, consulting firms and marketing professionals to effectively target and reach highly-valued audiences by efficiently providing the highest-quality, most complete information on candidates, through its advertising channels, resume databases, as well as leveraging insights from social and professional networks and other sources of public information.

By providing the most complete information on professionals and highly valued, highly targeted audiences to our customers and a large number of employment opportunities and original and community-shared content for professionals, we encourage the use of our websites and continue to attract customers to our services. We believe these factors have helped us to achieve a critical mass of both customers and professionals, contributing to the attractiveness and efficiency of our online marketplaces.

Benefits to Professionals

Access to a large number of relevant job postings. Our websites provide a large number of job postings for technology and engineering, financial services, energy, healthcare, hospitality and U.S. government security-clearance positions. For example, as of December 31, 2013, Dice.com had 78,000 individual job postings for technology and engineering professionals, which we believe to be the largest concentration in the United States in these verticals, and eFinancialCareers had more than 7,600 job postings for financial markets professionals. Rigzone had 4,700 job postings for energy industry positions, HEALTHeCAREERS had 14,000 job postings and Hcareers had 14,000 job postings. In addition, the specialized focus of our career websites benefits professionals by helping to ensure that the job opportunities posted by our customers are relevant and attractive to them.

Compelling user experience. We have designed each of our websites with the specific needs of our target audiences of professionals in mind. Each of our specialized websites permits professionals to search for jobs based on location and other specific variables, such as type of employment and skill set. We also offer tools such as our "search agents," which provide for powerful, detailed searches of job opportunities that match desired criteria, the results of which are delivered by email. We believe this makes it easy for professionals to quickly find job opportunities that match their qualifications and expectations. Additionally, we tailor the "look and feel" and content of each of our websites to its intended target audience of professionals, which makes the experience more useful and relevant in their day-to-day work lives. We also offer mobile applications and websites for Dice.com, Rigzone, eFinancialCareers and Slashdot to allow users a better experience with their mobile devices. We believe that our customized search engines and audience-tailored websites are efficient and relevant, easy to use and valuable to our users, helping us build a loyal and engaged audience.

Targeted career development services and tools. We provide professionals with targeted career development services and tools including content, decision support tools and relevant industry news. For example, Dice.com and ClearanceJobs.com provide professionals with market and salary information and local market trends. eFinancialCareers.com provides industry-specialized online career content, as well as print and online career guides targeted to college and graduate students. The Rigzone services provide energy industry news from around the globe, as well as detailed salary information. We believe our career development services and tools benefit the professionals who use our websites by providing them with relevant information to manage and enhance their careers, and also increase the engagement of professionals with our sites. Through the acquisition of Slashdot Media, our commitment to delivering unique and valuable information for engagement in each of our communities is reinforced by providing the best original and community-generated content to help technology professionals succeed in their careers.

Benefits to our Customers

Unique pools of qualified professionals. We seek to improve the efficiency of the recruiting process for our customers by providing quick and easy access to large and up-to-date pools of highly qualified and hard-to-reach professionals. The professionals who post their resumes on Dice.com are highly educated, with approximately 73% having a bachelor’s degree or higher, as of January 2014. Our online surveys indicate that over 70% of professionals who use Dice.com have more than five years of experience, nearly half have greater than 10 years of experience, and the majority are currently employed. We believe the high number of employed, or “passive” candidates that use our websites makes our online websites more attractive to our customers because actively employed professionals often make for more attractive candidates. Moreover, because the communities of professionals who visit our websites are highly skilled and specialized within specific industries, we believe our customers reach a more targeted and qualified pool of candidates than through generalist sites. Additionally, the size and geographic scope of the eFinancialCareers network, which operates websites in 19 markets around the world, provides customers with access to highly targeted financial markets professionals around the world.

Efficient and targeted candidate searches. Our websites are easy to use and our search engines are designed so that our customers can search our resume databases quickly to find professionals who meet specified criteria. We believe that this approach results in a faster and more efficient search for candidates which improves customers overall efficiency in their recruiting efforts and increases customer preference for our recruiting solutions relative to those of our competitors.

High-quality customer support. We are able to differentiate ourselves from our competitors by providing extensive ongoing support to our customers. Our customer support representatives focus on building customer loyalty, aiding customers in elevating job performance, customer training, proactive follow-up support, reactive troubleshooting, maintenance and expansion of customer relationships and compliance. We personalize our customer support efforts by providing our customers with representatives that are knowledgeable about the professional communities we serve and the skill sets of professionals in those communities. For example, we help our customers draft job postings and build specific candidate searches, improving the relevancy of job postings for professionals, and helping our customers find and attract qualified candidates.

Strong reach into the technology community. Our Slashdot Media sites serve 36.0 million unique visitors per month worldwide. Technology professionals and enthusiasts turn to our Slashdot Media sites to create, improve, compare, and distribute open source software and to debate and discuss current issues facing the technology community. The user engagement on our sites creates a unique value to advertisers, whether the customers are pursuing business-to-business technology advertising and customized marketing solutions or employment branding and advertising. Our heavily traveled sites deliver significant traffic levels, which provides excellent exposure for advertisers.

Our Strategy

Our goal is to be the leading global network of specialized websites for select professional communities. Our primary objective is to maximize the long-term potential of our websites. We continue to pursue our goals by pursuing the following strategies:

Continue to grow the size, quality, uniqueness and activity level of our professional communities. Continuing to grow the size, quality, uniqueness and activity level of our professional communities is a key success factor in maximizing the long-term potential of our websites. By continually delivering a growing and fresh audience of qualified professionals to our customers, we will be able to satisfy and retain our existing customers, as well as to meet the expectations and needs of new customers. We intend to achieve this objective by increasing loyalty and usage among professionals who currently use the site and by reaching new users through targeted marketing, online advertising campaigns, and by providing original and community shared content which helps professionals manage their careers.

Continue to execute on customer acquisition. Our ability to achieve our long-term growth objective depends, in part, on our ability to expand our customer base and deepen the relationships we have with our existing customers. Our customer acquisition efforts are focused primarily on direct marketing combined with a targeted sales approach. We believe there are significant opportunities to sell our services to companies with whom we do not currently have a relationship and to expand the level of services we sell to our existing customers.

Further build brand awareness. Brand recognition is a key differentiating factor among providers of traditional and online recruiting and career services, as well as marketing services. We believe that during the 23 years we have operated Dice.com, the 13 years that eFinancialCareers has been in operation, and the 15 years of Rigzone’s oil and gas rig data, we have fostered brands that are closely associated with ease of use and high quality sector-specific career, recruiting services, and information within their professional communities. Slashdot and SourceForge have been in operation for over 16 and 14 years, respectively. We will continue to invest in increasing brand awareness through targeted marketing and advertising campaigns in order to attract new customers and professionals.

HEALTHeCAREERS, BioSpace and Hcareers have been in operation for over 18, 28 and 16 years, respectively. The

IT Job Board has been in operation for over 11 years.

Enhance content and community features across our websites. We believe that professionals find value in the free information and services we provide, and we intend to enhance, expand and develop additional content and community features across our websites. For example, Dice.com launched a discussion board where technology professionals come together to discuss career advice and network with each other. In the past three years, we launched the Dice Talent Network and the Cleared Network that allows for direct interaction between professionals and recruiters or companies that seek to recruit them. eFinancialCareers has invested in producing significant online and offline content tailored to each of its websites and audiences. In addition, by powering the career service of an estimated additional 80 websites in the financial services sector,

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including well-known, worldwide financial publications, eFinancialCareers is able to position its job postings next to high quality, third party content. HEALTHeCAREERS partners with over 100 healthcare associations to host career centers, including the American College of Emergency Physicians, American Medical Technologists and American Academy of Nurse Practitioners.

We believe enhancing our community features will increase the level of engagement we have with our audience and our audience has with each other.

Continuous innovation builds more efficiency and features into our online services. We seek to continuously improve the value our customers receive though adding features to our specialized websites that drive more efficiency and are tailored to the industry, audience and customers that each site serves. Our Open Web product searches approximately 50 social and professional networks to create an aggregated profile of a candidate's professional experience, contributions, history, and capabilities, as well as their passions and interests. This database of aggregated profiles creates a more efficient way to reach talent by reducing the need to search multiple sites, while delivering more candidates and information. In addition, there are continuous improvements in the features professionals use that generates more value for our customers. To support our continuous innovation, the company has recently adopted an agile development process.

Further expand our services globally. We believe there are significant long-term global growth opportunities for the online recruitment and employment advertising industry. As in the United States, there is increasing demand for specialized online recruiting in both emerging and established economies worldwide. Consistent with this belief, we acquired eFinancialGroup in 2006, and, as a result, we now have a strong presence in the United Kingdom, as well as a presence in important financial centers around the world. Our acquisitions of WorldwideWorker and Rigzone in 2010 broadened our global presence to include the energy industry. Our acquisition of Slashdot Media and its strong and substantial audience from countries outside North America, along with the acquisition of The IT Job Board, provides us with a platform for launching our technology recruiting service beyond North America. Despite the overseas traffic generated on the Slashdot Media properties, there has been limited sales staff and sales support to reach marketing and advertising professionals in overseas geographies, an area in which the company intends to invest. We believe the expertise and reach of our brands will provide a strong position to expand our business and brands into new markets. We will also continue to evaluate and selectively pursue other growth opportunities that will allow us to further expand our business outside of the United States.

Selectively expand into new verticals. We believe other professional communities have characteristics that would support specialized websites. We will consider entering into new verticals that meet specific criteria, primarily focusing on hard-to-find, highly skilled and highly paid professionals. We believe we can leverage our experience serving unique vertical or industry markets as we pursue opportunities in other vertical industries.

Products and Services

We provide leading online communities for direct employers, recruiters and staffing companies, consulting firms and marketing professionals, technology and engineering, financial markets, energy, healthcare, hospitality and security-cleared professionals. We provide our customers with access to unique audiences of experienced and highly qualified professionals, and we provide our professionals with jobs, community-shared content, career information along with access to collections of full-time, part-time and contract positions. Both customers and professionals provide content for our websites by posting descriptions of available jobs and resumes, and by creating, improving, comparing, and distributing open source software and debating and discussing current issues facing the technology community. Our search technology and specialized focus enable us to provide professionals with the ability to perform highly targeted job searches based on specific criteria, including locations, types of employment, skills and keywords. Our vertical focus allows users to find the information they are looking for faster and easier than general job boards. Our websites also offer career resources, such as specialized and community-shared content and industry news.

We offer our recruiting and career development services and tools through the following websites, each of which focuses on eight different career sectors:

Dice.com is the leading career site for technology and engineering professionals and the companies that seek to employ them. The job postings available on Dice.com, from both technology and non-technology companies across many industries, include a wide variety of technology positions for software engineers, big data professionals, systems administrators, database specialists and project managers, and a variety of other technology and engineering professionals.

Customers have access to specific tools and resources that Dice.com provides to help recruiters and human resources managers improve the effectiveness and efficiency of their recruitment processes. Through our resume database offerings, Dice.com provides customers with the ability to conduct powerful, detailed searches of candidate resumes that match desired criteria, the results of which are delivered by email to our customers, as well as the ability to find and source technology

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professionals through our Open Web tool. Dice.com also provides professionals with job search tools, resume posting and career-related content. In December 2013, Dice.com had nearly 1.8 million unique visitors and ended the month with more than 1.9 million searchable resumes.

Customers can purchase recruitment packages, classified postings or advertisements. Approximately 88% of Dice.com revenue is derived from recruitment packages. Recruitment packages offer our customers the ability to access the candidate resume database, post jobs in job slots, and utilize our Open Web service for an additional fee. Job slots allow our customers to rotate an unlimited number of jobs through the same slots during the contract period. Our base monthly recruitment package gives our customers a single license to search our candidate resume database and the ability to post positions in up to five job slots. Customers can add access to Open Web profiles for an additional fee. Customers are incentivized to purchase our recruitment packages on an annual basis. Our classified postings allow our customers to post a single job for a period of 30 days. General website advertising does not generate a significant portion of our revenue, but may be purchased separately or as part of a recruitment package.

The IT Job Board is known for making the search for IT jobs simple, with local technology career sites in the UK, Germany, Belgium and the Netherlands, as well as a media service that targets IT decision makers and professionals globally. With a quarter of a million monthly unique visitors and nearly one million technology professionals to match against hiring managers' job opportunities, The IT Job Board gives its customers quick and easy access to targeted, high-quality technical talent.

ClearanceJobs.com is the leading Internet-based career network dedicated to matching security-cleared professionals with the best hiring companies searching for employees. Authorized U.S. government contractors, federal agencies, national laboratories and universities utilize The Cleared Network to quickly and easily find candidates with specific, active security clearance requirements to fill open jobs in a range of disciplines. We believe ClearanceJobs.com has the largest and fastest-growing database of active security-cleared candidates available online, with approximately 203,000 resumes as of December 31, 2013. The majority of candidates with resumes in our database have high-level security clearance.

eFinancialCareers.com is the world's leading financial services careers website, and the place to go for financial careers and talent. eFinancialCareers was launched in the United Kingdom in 2000, and now operates websites in 19 markets in three languages primarily across Europe, Asia, Australia, and North America. eFinancialCareers has expanded its career site network through distribution agreements and powers the career section of more than 50 finance and business websites around the world, including well-known publications and organizations. As a result, eFinancialCareers is able to greatly enhance the reach and visibility of its job postings and has attracted an audience of cross-border customers and professionals willing to seek jobs in markets other than their own. eFinancialCareers does not generate revenues from its distribution agreements.

eFinancialCareers' customers primarily post jobs targeting specific sectors within the financial services industry, and can also search the resume database of highly qualified and specialized professionals in this sector. In addition to allowing professionals to post resumes and apply for listed positions, eFinancialCareers also provides professionals with career enhancement tools and resources, such as employer profiles, newsletters, and industry surveys. eFinancialCareers also provides both professionals and graduating students with professional education and training materials. As of December 31, 2013, eFinancialCareers.com had 1.0 million searchable resumes.

Rigzone.com is a leading website dedicated to delivering online content, data, advertising and career services in the oil and gas industry. In December 2013, Rigzone.com had over 1.1 million unique visitors and following the merger of WorldwideWorker resumes into the Rigzone database, the combined energy database held approximately 925,000 searchable resumes at the end of December 2013.

HEALTHeCAREERS provides a full spectrum of medical and healthcare jobs along with unparalleled access across disciplines and specialties. Employers are able to recruit qualified candidates and healthcare professionals can find employment opportunities specific to their individual career path. Health Callings is a leading website dedicated to matching healthcare professionals with available career opportunities. The combined HEALTHeCAREERS and Health Callings services will deliver more than one million monthly unique visitors and provide access to nearly one million unique, healthcare-specific resumes. We intend to combine Health Callings and HEALTHeCAREERS into one service under the HEALTHeCAREERS brand in 2014.

Biospace is the leading resource for biotechnology careers, news and resources and has helped accelerate recruitment, communication and discovery among business and scientific leaders within the life sciences.

Hcareers is the number one source for hospitality jobs across North America and is the largest provider of jobs for the hotel, restaurant, food service, casino and retirement industries. According to the Bureau of Labor Statistics, the turnover rate for Accommodation and Food Services is amongst the highest in the United States. In December 2013, Hcareers had over 937,000 unique visitors.

We also operate Targeted Job Fairs, a leading producer and host of career fairs and open houses focused primarily on technology, energy and security-cleared candidates in the United States.

We offer our advertising and marketing solutions through the following three websites, which are focused on technology professionals and enthusiasts:

Slashdot Media connects millions of technology professionals and enthusiasts. Technology professionals and enthusiasts turn to our sites to create, improve, compare and distribute open source software, as well as to debate and discuss current issues within the technology community. Our sites are supported by business-to-business technology advertisers wanting to reach our unique audience of visitors. The following describes the websites included in Slashdot Media:

- SourceForge provides the open source community with a platform to develop, host and distribute open source software worldwide, with the majority of the traffic originating outside of the United States;
- Slashdot provides an avenue for technology professionals and enthusiasts to have timely, peer-produced and peer-moderated technology news and discussion; and
- Freecode indexes downloadable Linux, Unix, and cross-platform software for a worldwide technology audience.

Marketing and Sales

Success in the highly competitive online recruiting and advertising businesses requires the creation of a marketplace attractive to both customers and professionals. We focus our long-term marketing efforts on growing the number of professionals who visit and engage with our websites, which we believe increases the attractiveness of our websites to our customers. We primarily use targeted marketing, rather than broad-based advertising, to increase our brand awareness among professionals, as well as new applicable audiences and to improve site performance including new resumes posted, applications to job postings, and increasing page views. For instance, in the case of Dice.com, we have advertising campaigns on technology-focused websites, and through online and mobile advertising programs on search engines. We also market our websites to professionals through the use of newsletters and industry pieces, such as The Dice Advisor and The ClearanceJobs Report, and through the use of products, such as daily “Job Alert” emails. Our job seeker marketing programs have helped us produce strong results in traffic and user activity.

Our customer marketing efforts are directed at targeted customer acquisition and have been effective in producing new customers. We also employ marketing efforts directed at retaining our existing customers. eFinancialCareers has built its brand awareness through strategic relationships, but without significant spending on marketing and advertising. In addition to our sales efforts described below, our customer marketing efforts are conducted through direct mail and email campaigns, high impact marketing, trade shows, and events. For instance, we send over 5.3 million emails and 19,000 pieces of direct mail to our existing and potential customers on a monthly basis. We also reach our customers through the use of direct marketing educational campaigns, which keep them aware of recruiting developments and practices.

Our sales efforts focus on further penetrating the market for recruiting, career development services, as well as business-to-business marketing and advertising solutions. Our field sales groups target Fortune 1000 companies, large staffing and recruiting firms and other large and mid-size businesses. Our telesales organization focuses on generating new business from recruiters and small and mid-size companies, renewing customer contracts and increasing the service levels that customers purchase, as well as servicing the needs of our largest clients. As of December 31, 2013, our sales organization employed 183 sales personnel in the United States and 81 in the rest of the world. In addition to our sales organization, we also use ad networks, primarily Google’s AdSense for content.

Customer Support

We believe we have differentiated ourselves from our competitors by providing extensive ongoing support to our customers. Our customers are assigned a customer support representative, who is the first point of contact after a sale is made. Our customer support efforts focus on training our customers on our products and services, because we believe customers will have a more compelling user experience if they are more familiar with our products and services. Our customer support representatives also assist customers, upon request, by building candidate searches and writing and editing customers’ job postings. Additionally, our customer support efforts focus on ensuring that the professionals who use our websites have positive experiences. For instance, our customer support department constantly reviews our websites for false or inaccurate job postings and performs other similar compliance functions. We believe customers view our customer support functions as a strong, attractive attribute of our websites.

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Customers

We currently serve a diversified customer base consisting of over 15,000 customers. No customer for our website services accounted for more than 1% of our revenues in 2013. Our customers include small, mid-sized and large direct employers, staffing companies, recruiting agencies, consulting firms, as well as marketing departments of companies. As of December 31, 2013, notable customers of Tech & Clearance segment included AT&T, Adecco, Amazon, Facebook, IBM, Kforce, Lockheed Martin, Manpower, Microsoft, Raytheon and Robert Half, and notable customers of eFinancialCareers included Robert Half, Moody’s Investors Service, JP Morgan Chase, Bloomberg, Michael Page International, UBS, BNY Mellon and Standard Chartered Bank. Notable customers of Rigzone included Halliburton, Schlumberger, Petronas, Saudi Aramco, Shell and British Petroleum.

Technology

We use a variety of technologies to support our websites. Each system is designed so that it can be scaled by provisioning additional resources, adding additional hardware and increasing network capacity. We host our applications whenever possible on clustered, high availability hardware and cloud platforms. All applications and data connections are monitored 24/7 for performance, responsiveness and stability.

Our primary operations facilities are in co-location data centers in limited access, temperature-controlled environments with emergency power generation capability and service from multiple telecommunications providers, as well as with top-tier cloud providers. We maintain backup systems for website operations within our geographically separate recovery data center. We replicate website data at various times throughout the day from the production co-location facility to the recovery data center. Additionally, we have business resumption hardware and software in place at the recovery data center to ensure a smooth transition for the business in case of loss of our data center, and offsite data storage capabilities. We have robust firewalls and switchgear to provide network security, and have used substantial expert assistance in their configuration and testing.

Competition

The market for recruiting services and employment advertising, as well as business-to-business technology advertising and marketing solutions, is highly competitive with multiple online and offline competitors. With the evolution of the online recruiting model, there has been an increasing need to provide ease of use and relevance to professionals, as well as an efficient and cost-effective recruitment method for direct employers, recruiters and staffing companies. Additionally, the further development of the Internet has made it easier for new competitors to emerge with minimal barriers to entry, and advertisers have many alternatives available to reach their target audience. Our ability to maintain our existing customer base and generate new customers depends to a significant degree on the quality of our candidate base and audiences, the quality of our services, the ability to enhance our websites and underlying technology to meet the needs of a rapidly-evolving marketplace, our pricing and value-added products and services and our reputation among our customers and potential customers who are increasingly-sophisticated and demanding. Our competitors include:

- social and professional networking sites, such as LinkedIn and Facebook;
- generalist job boards, some of which have substantially greater resources and brand recognition than we do, such as CareerBuilder (owned by Gannett, Tribune, McClatchy and Microsoft), and Monster.com, which, unlike specialized job boards, permit customers to enter into a single contract to find professionals across multiple occupational categories and attempt to fill all their hiring needs through a single website;
- aggregators of classified advertising and profiles, including SimplyHired, Indeed, Talent Bin, Entelo, Google and Craigslist;
- newspaper and magazine publishers, national and regional advertising agencies, executive search firms and search and selection firms that carry classified advertising, many of whom have developed, begun developing or acquired new media capabilities such as recruitment websites, or have recently partnered with generalist job boards;
- specialized job boards focused specifically on the industries we service, such as FT.com and ComputerJobs.com;
- new and emerging competitors with new business models and products;
- our customers, who seek to recruit candidates directly by using their own resources, including corporate websites;
- sites that host and support open source development activities, such as Github.com and Berlios.de; and

- general business sites and print sites, as well as technology news and information community sites such as news.google.com, Digg.com and Reddit.com.

Intellectual Property

We seek to protect our intellectual property through a combination of service marks, trademarks, copyrights and other methods of restricting disclosure of our proprietary or confidential information. We have no patents or patent applications

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pending for our current services. As we continue to develop and improve our technology, patents may become a more significant part of our intellectual property in the foreseeable future. We generally enter into confidentiality agreements with our employees, consultants and vendors. We also seek to control access to and distribution of our technology, documentation and other proprietary information.

We generally pursue the registration of the material service marks we own in the United States and internationally, as applicable. We own a number of registered, applied for and/or unregistered trademarks and service marks that we use in connection with our businesses. We have registered the DICE trademark in the United States, Canada and the European community and the CLEARANCEJOBS.COM and RIGZONE trademarks in the United States. We have registered the EFINANCIALCAREERS mark on the Supplemental Register in the United States and have applied for registration of the mark in other jurisdictions. Through the Slashdot Media acquisition, we acquired all rights and interest in the SourceForge and Slashdot trademarks used in the United States and in other countries. Through The IT Job Board acquisition, we acquired all rights and interest in The IT Job Board trademarks in the European community, and through the onTargetjobs acquisition, we acquired all rights and interest in onTargetjobs trademarks in the United States and Canada. Registrations for trademarks may be maintained indefinitely, as long as the trademark owner continues to use and police the trademarks and timely renews registrations with the applicable governmental office. Although we generally pursue the registration of our material service marks and other material intellectual property we own, where applicable, we have trademarks and/or service marks that have not been registered in the United States and/or other jurisdictions. We have not registered the copyrights in the content of our websites, and do not intend to register such copyrights.

The steps we have taken to protect our copyrights, trademarks, service marks and other intellectual property may not be adequate, and third parties could infringe, misappropriate or misuse our intellectual property. If this were to occur, it could harm our reputation and affect our competitive position. See Item 1A. “Risk Factors—Misappropriation or misuse of our intellectual property could harm our reputation, affect our competitive position and cost us money.”

Regulation and Legislation

User Privacy

We collect, store and use a variety of information about both professionals and customers on our website properties. Within the websites, the information that is collected, stored and used has been provided by the professionals or customers with the intent of making it publicly available. We do not store credit card numbers within our systems, and we do not ask professionals or customers to supply social security numbers. Our business data is separated from website operations by a variety of security layers including network segmentation, physical and logical access controls, firewalls, and many industry accepted best practice information security controls.

We post our privacy policies on our websites so that our users can access and understand the terms and conditions applicable to the collection, storage and use of information collected from users. Our privacy policies also disclose the types of information we gather, how we use it and how a user can correct or change their information. Our privacy policies also explain the circumstances under which we share this information and with whom. Professionals who register for our websites have the option of indicating specific areas of interest in which they are willing to receive offers via email or postal mail. These offers contain content created either by us or our third-party partners.

To protect confidential information and to comply with our obligations to our users, we impose constraints on our customers to whom we provide user data, which are consistent with our commitments to our users. Additionally, when we provide lists to third parties, including to our advertiser customers, it is under contractual terms that are consistent with our obligations to our users and with applicable laws and regulations.

U.S. and Foreign Government Regulation

Congress has passed legislation that regulates certain aspects of the Internet, including content, copyright infringement, user privacy, advertising and promotional activities, taxation, access charges, liability for third-party activities and jurisdiction. In addition, federal, state, local and foreign governmental organizations have enacted and also are considering, and may consider in the future, other legislative and regulatory proposals that would regulate the Internet. Areas of potential regulation include, but are not limited to, libel, electronic contracting, pricing, quality of products and services and intellectual property ownership.

As of January 1, 2004, the Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003, or the "CAN-SPAM Act," became effective. The CAN-SPAM Act regulates commercial emails and provides a right on the part of the recipient to request the sender to stop sending messages, and establishes penalties for the sending of email messages that are intended to deceive the recipient as to source or content. Under the CAN-SPAM Act, senders of commercial emails (and other

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persons who initiate those emails) are required to make sure that those emails do not contain false or misleading transmission information. Commercial emails are required to include a valid return email address and other subject heading information so that the sender and the Internet location from which the message has been sent are accurately identified. Recipients must be furnished with an electronic method of informing the sender of the recipient's decision not to receive further commercial emails. In addition, the email must include a postal address of the sender and, under certain circumstances, notice that the email is an advertisement. The CAN-SPAM Act may apply to the marketing materials and newsletters that we distribute to our audience via email. At this time, we are applying the CAN-SPAM Act to our email communications, and believe that our email practices comply with the requirements of the CAN-SPAM Act.

The European Union ("EU") also has enacted several directives relating to the Internet and various EU member states have implemented them with national legislation. In order to safeguard against the spread of certain illegal and socially harmful materials on the Internet, the European Commission has drafted the "Action Plan on Promoting the Safe Use of the Internet." Other European Commission directives and national laws of several foreign governments address the regulation of privacy, e-commerce, security, commercial piracy, consumer protection and taxation of transactions completed over the Internet. See Item 1A. "Risk Factors—Our business is subject to U.S. and foreign government regulation of the Internet and taxation, which may have a material adverse effect on our business."

Employees

As of December 31, 2013, we had 755 employees. Our employees are not represented by any union and are not the subject of a collective bargaining agreement. We believe that we have a good relationship with our employees.

Item 1A. Risk Factors

We may be adversely affected by cyclicality, volatility or an extended downturn in the United States or worldwide economy, or in or related to the industries we serve.

Our revenues are generated primarily from servicing customers seeking to hire qualified professionals in the technology, healthcare, hospitality and finance sectors and the energy industry. Demand for these professionals, and professionals in the other vertical industries we serve such as healthcare, tends to be tied to economic and business cycles. Increases in the unemployment rate, specifically in the technology, healthcare, finance and other vertical industries we serve, cyclicality or an extended downturn in the economy could cause our revenues to decline. For example, during the recession in 2001, employers reduced or postponed their recruiting efforts, including their recruitment of professionals in certain of the vertical industries we serve, such as technology. The 2001 economic recession, coupled with the substantial indebtedness incurred by our predecessor, Dice Inc., resulted in Dice Inc. filing for Chapter 11 protection in 2003. As of December 2013, the seasonally unadjusted U.S. unemployment rate was 3.7% for computer related occupations, 4.2% in the finance sector, 4.1% in the healthcare sector, as compared to the overall national average of 6.7%, seasonally adjusted. The increase in unemployment and decrease in recruitment activity experienced during 2008 and 2009 resulted in decreased demand for our services. During 2009 we experienced a 29% decline in revenues compared to 2008. If the economic environment experienced during 2008 and 2009 returns, our ability to generate revenue may be adversely affected.

In addition, the general level of economic activity in the regions and industries in which we operate significantly affects demand for our services. When economic activity slows, many companies hire fewer employees. Therefore, our operating results, business and financial condition could be significantly harmed by an extended economic downturn or future downturns, especially in regions or industries where our operations are heavily concentrated. Further, we may face increased pricing pressures during such periods as customers seek to use lower cost or fee services. Additionally, the labor market and certain of the industries we serve have historically experienced short term cyclicality. It is difficult to estimate the total number of passive or active job seekers or available job openings in the United States or abroad during any given period. If there is a labor shortage, qualified professionals may be less likely to seek our services, which could cause our customers to look elsewhere for attractive employees. Such labor shortages would require us to intensify our marketing efforts towards professionals so that professionals who post their resumes on our websites remain relevant to our customers, which would increase our expenses. Alternatively, if there is a shortage of available job openings, the number of job postings on our websites could decrease, causing our revenues to decline. Any economic downturn or recession in the United States or abroad for an extended period of time could have a material adverse effect on our business, financial condition, results of operations and liquidity. Based on historical trends, improvements in labor markets and the need for our services generally lag behind overall economic improvements. Additionally, there has historically been a lag from the time customers begin to increase purchases of our services and the impact to our revenues due to the recognition of revenue occurring over the length of the contract, which can be several months to a year.

Volatility in global financial markets may also limit our ability to access the capital markets at a time when we would like, or need, to raise capital, which could have an impact on our ability to react to changing economic and business conditions.

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Accordingly, if the economy does not fully recover or worsens, our business, results of operations and financial condition could be materially and adversely affected.

Concerns regarding the global economic climate and European debt crisis and market perceptions concerning the instability of the Euro could adversely impact our business.

Concerns persist regarding the global economic climate, the debt burden of certain Eurozone countries and their ability to meet future financial obligations, the overall stability of the euro and the suitability of the euro as a single currency given the diverse economic and political circumstances in individual Eurozone countries. These concerns, or market perceptions concerning these and related issues, could adversely affect demand for our services in the European market and our business, results of operations, financial condition and liquidity.

We operate in a highly competitive developing market and we may be unable to compete successfully against existing and future competitors.

The market for career services is highly competitive and barriers to entry in the market are relatively low. For example, there are tens of thousands of job boards currently operating on the Internet, and new competitors may emerge. We do not own any patented technology that would preclude or inhibit competitors from entering the recruiting and career development services market. We compete with other companies that direct all or portions of their websites toward certain segments or sub segments of the industries we serve. We compete with generalist job boards, some of which have substantially greater resources and brand recognition than we do, such as CareerBuilder (owned by Gannett, Tribune, McClatchy and Microsoft) and Monster.com, which, unlike specialist job boards, permit customers to enter into a single contract to find professionals across multiple occupational categories and attempt to fill all their hiring needs through a single website, as well as job boards focused specifically on the industries we service, such as FT.com and ComputerJobs.com. We also compete with newspaper and magazine publishers, national and regional advertising agencies, executive search firms and search and selection firms that carry classified advertising, many of whom have developed, begun developing or acquired new media capabilities such as recruitment websites, or have recently partnered with generalist job boards. In addition, we face competition from aggregators of classified advertising, including SimplyHired, Indeed, Google, and Craigslist. Social and professional networking sites, such as LinkedIn, Facebook, Twitter and Google compete with us in providing professional services. We also compete with new and emerging competitors with new business models and products that customers are more willing to try in periods of economic uncertainty. In addition, many of our customers also seek to recruit candidates directly by using their own resources, including corporate websites. Existing or future competitors may develop or offer services that are comparable or superior to ours at a lower price, which could cause our customers to stop using our services or put pressure on us to decrease our prices. If our current or potential customers, or the qualified professionals who use our websites, choose to use these websites rather than ours, demand for our services could decline and our revenues could be reduced. Additionally, job postings and resume posting in the career services industry are not marketed exclusively through any single channel, and accordingly, our competition could aggregate a set of postings similar to ours. Our inability to compete successfully against present or future competitors could materially adversely affect our business, results of operations, financial condition and liquidity.

We must adapt our business model to keep pace with rapid changes in the recruiting and career services business, including rapidly changing technologies and the development of new products and services.

Providing recruiting and career development services on the Internet is a relatively new and rapidly evolving business, and we will not be successful if our business model does not keep pace with new trends and developments. The adoption of recruiting and job seeking, particularly among those who have historically relied on traditional recruiting methods, requires acceptance of a new way of conducting business, exchanging information and applying for jobs. The number of customers and professionals utilizing our services has increased from several years ago. If we are unable to adapt our business model to keep pace with changes in the recruiting business, or if we are unable to continue to demonstrate the value of our online services to our customers, our business, results of operations, financial condition and liquidity could be materially adversely affected. Our success is also dependent on our ability to adapt to rapidly changing technology and to make investments to develop new products and services. Accordingly, to maintain our competitive position and our revenue base, we must continually modernize and improve the features, reliability and functionality of our service offerings and related products in response to our competitors. Future technological advances in the career services industry may result in the availability of new recruiting and career development offerings or increase in the efficiency of our existing offerings. Some of our competitors have longer operating histories, larger client bases, longer relationships with clients, greater brand or name recognition, or significantly greater financial, technical, marketing and public relations resources than we do. As a result, they may be in a position to respond more quickly to new or emerging technologies and changes in customer requirements, and to develop and promote their products and services more effectively than we can. We may not be able to adapt to such technological changes or offer new products on a timely or cost effective basis or establish or maintain competitive positions. If we are unable to develop and introduce new products and services, or enhancements to existing products and services, in a timely and successful manner, our business, results of operations, financial condition and liquidity could be materially and adversely affected.

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Trends that could have a critical impact on our success include:

- rapidly changing technology in online recruiting;
- evolving industry standards relating to online recruiting;
- developments and changes relating to the Internet and mobile devices;
- evolving government regulations;
- competing products and services that offer increased functionality;
- changes in requirements for customers and professionals; and
- privacy protection concerning data available and transactions conducted over the Internet.

Many individuals are using devices other than personal computers to access the Internet. If users of these devices do not widely adopt solutions we develop for these devices, our business could be adversely affected.

The number of people who access the Internet through devices other than personal computers, including mobile telephones, personal digital assistants, smart phones and handheld tablets or computers, has increased dramatically in the past few years and is projected to continue to increase. If we are unable to develop mobile solutions to meet the needs of our users, our business could suffer. Additionally, as new devices and new platforms are continually being released, it is difficult to predict the problems we may encounter in developing versions of our solutions for use on these alternative devices, and we may need to devote significant resources to the creation, support, and maintenance of such devices.

If we fail to develop and maintain our reputation and brand recognition our business could be adversely affected.

We believe that establishing and maintaining the identity of our key brands, such as Dice, eFinancialCareers, Rigzone, HEALTHeCAREERS, Hcareers and ClearanceJobs, is critical in attracting and maintaining the number of professionals and customers using our services, and that the importance of brand recognition will increase due to the growing number of Internet services similar to ours and relatively low barriers to entry. Promotion and enhancement of our brands will depend largely on our success in continuing to provide high quality recruiting and career development services. If users do not perceive our existing career and recruiting services to be of high quality, or if we introduce new services or enter into new business ventures that are not favorably received by users, the uniqueness of our brands could be diminished and accordingly the attractiveness of our websites to professionals and customers could be reduced. We may also find it necessary to increase substantially our financial commitment to creating and maintaining a distinct brand loyalty among users. If we cannot provide high quality career services, fail to protect, promote and maintain our brands or incur excessive expenses in an attempt to improve our career services or promote or maintain our brands, our business, results of operations, financial condition and liquidity could be materially adversely affected.

Our business is largely based on customers who purchase monthly or annual recruitment packages. Any failure to increase or maintain the number of customers who purchase recruitment packages could adversely impact our revenues.

Our customers typically include recruiters, staffing firms, consulting firms and direct hiring companies. Customers can choose to purchase recruitment packages, classified postings or advertisements. Most of our revenues are generated by the fees we earn from our customers who purchase monthly or long-term recruitment packages. Our growth depends on our ability to retain our existing monthly and annual recruitment package customers and to increase the number of customers who purchase recruitment packages. Any of our customers may decide not to continue to use our services in favor of alternate services, lack of need, or because of budgetary constraints or other reasons. We cannot assure you that we will be successful in continuing to attract new customers or retaining existing customers or that our future sales efforts in general will be effective. If our existing customers choose not to use our services, decrease their use of our services, or change from being recruitment package customers to purchasing individual classified postings, our services, job postings and resumes posted on our websites could be reduced, search activity on our websites could decline, the usefulness of our services to customers could be diminished, and we could experience declining revenues and/or incur significant expenses.

If we fail to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites, our revenues could decline.

The value of our websites to our customers is dependent on our ability to continuously attract professionals with the experience, education and skill-set our customers seek. For example, the professionals who post their resumes on Dice.com are highly educated. As of January 2014, approximately 73% having a bachelor’s degree or higher. Our online surveys indicate that 70% of professionals who use Dice.com have more than five years of experience, nearly half have greater than 10 years of experience, and the majority are currently employed. To grow our businesses, we must continue to convince qualified professionals that our services will assist them in finding employment, so that customers will choose to use our services to find employees. We do not know the extent to which we have penetrated the market of qualified professionals in the industries we serve or the extent to which we will be able to grow the number of qualified professionals who use our websites. If we are unable to increase the number of professionals using our websites, or if the professionals who use our websites are viewed as unattractive by our customers, our customers could seek to list jobs and search for professionals elsewhere, which could cause our revenues to decline.

We may not timely and effectively scale and adapt our existing technology and network infrastructure to ensure that our websites are accessible within an acceptable load time.

A key element to our continued growth is the ability of our users (whom we define as anyone who visits our website, regardless of whether or not they are a customer), enterprises and professional organizations in all geographies to access our website within acceptable load times. We call this website performance. We have experienced, and may in the future experience, website disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our website simultaneously, and denial of service or fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these website performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve the performance of our websites, especially during peak usage times and as our solutions become more complex and our user traffic increases. If our websites are unavailable when users attempt to access them or do not load as quickly as they expect, users may seek other websites to obtain the information for which they are looking, and may not return to our websites as often in the future, or at all. This would negatively impact our ability to attract customers, enterprises and professional organizations and increase engagement on our websites. We expect to continue to make significant investments to maintain and improve website performance and to enable rapid releases of new features and products. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be harmed.

Capacity constraints, systems failures or breaches of our network security could materially and adversely affect our business.

We derive almost all of our revenues from the purchase of recruitment products and services and employment advertising offered on our websites. As a result, our operations depend on our ability to maintain and protect our computer systems, most of which are located in redundant and independent systems and with cloud providers. Any system failure, including network, software or hardware failure that causes interruption or an increase in response time of our services, could substantially decrease usage of our services and could reduce the attractiveness of our services to both our customers and professionals. An increase in the volume of queries conducted through our services could strain the capacity of the software or hardware we employ. This could lead to slower response times or system failures and prevent users from accessing our websites for extended periods of time, thereby decreasing usage and attractiveness of our services. Our operations are dependent in part on our ability to protect our operating systems against:

- physical damage from acts of God;
- terrorist attacks or other acts of war;
- power loss;
- telecommunications failures;
- network, hardware or software failures;
- physical and electronic break-ins;
- hacker attacks;
- computer viruses or worms; and
- similar events.

Although we maintain insurance against fires, floods and general business interruptions, the amount of coverage may not be adequate in any particular case. Furthermore, the occurrence of any of these events could result in interruptions, delays or cessations in service to users of our services, which could materially impair or prohibit our ability to provide our services and significantly impact our business.

Additionally, overall Internet usage could decline if any well publicized compromise of security occurs or if there is a perceived lack of security of personal and corporate information that is stored within our systems to facilitate hiring and recruitment business processes. “Hacking” involves efforts to gain unauthorized access to information or systems or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment and online job boards, in particular, have been targeted by hackers who seek to gain unauthorized access to job seeker and customer data for purposes of implementing “phishing” or other schemes. Despite our implementation of firewalls, switchgear and other network security measures, our websites, servers, databases and other systems may be vulnerable to computer hackers, physical or electronic break-ins, sabotage, computer viruses, worms and similar disruptions from unauthorized tampering with our computer systems. Our systems, like the systems of many other websites, have been targeted in the past in cyber attacks and hacks and may continue to be subject to such attacks. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, often are not recognized until launched against a target and may originate from less regulated and remote areas around the world, we may be unable to proactively address these techniques or to implement adequate preventative measures. We will continue to review and enhance our computer systems to try to prevent unauthorized and unlawful intrusions, but in the future it is possible that we may not be able to prevent all intrusions and such intrusions could result in our network security or computer systems being compromised and possibly result in the misappropriation or corruption of proprietary or personal information or cause disruptions in our services. We might be required to expend significant capital and resources to protect against, remediate or alleviate problems caused by such intrusions. We may also not have a timely remedy against a hacker who is able to penetrate our network security. Our networks could also be affected by computer viruses or other similar disruptive problems and we could inadvertently transmit viruses across our networks to our users or other third parties. Our hardware and back up systems could fail causing our services to be interrupted. Any of these occurrences, and negative publicity arising from any such occurrences, could harm our business or give rise to a cause of action against us. Our general business interruption insurance policies have limitations with respect to covering interruptions caused by computer viruses or hackers. We have not added specific insurance coverage to protect against these risks. Our activities and the activities of third party contractors involve the storage, use and transmission of proprietary and personal information, including personal information collected from professionals who use our websites. Accordingly, security breaches could expose us to a risk of loss or litigation and possibly liabilities. We cannot assure you that contractual provisions attempting to limit our liability in these areas will be successful or enforceable, or that other parties will accept such contractual provisions as part of our agreements. Any security breaches or our inability to provide users with continuous access to our networks could materially impact our ability to provide our services as well as materially impact the confidence of our customers in our services, either of which could have a material adverse effect on our business.

We may be liable with respect to the collection, storage and use of the personal and professional information of our professionals and our current practices may not be in compliance with proposed new laws and regulations.

Our business depends on our ability to collect, store, use and disclose personal and professional data from the professionals who use our websites. Our policies concerning the collection, use and disclosure of personally identifiable information are described on our websites. In recent years, class action lawsuits have been filed and the Federal Trade Commission and state agencies have commenced investigations with respect to the collection, use, sale and storage by various Internet companies of users' personal and professional information. While we believe we are in compliance with current law, we cannot ensure that we will not be subject to lawsuits or investigations for violations of law. Moreover, our current practices regarding the collection, storage and use of user information may not be in compliance with currently pending legislative and regulatory proposals by the United States federal government and various state and foreign governments intended to limit the collection and use of user information. While we have implemented and intend to implement additional programs designed to enhance the protection of the privacy of our users, these programs may not conform to all or any of these laws or regulations and we may consequently incur civil or criminal liability for failing to conform. As a result, we may be forced to change our current practices relating to the collection, storage and use of user information. Our failure or our perceived failure to comply with laws and regulations could also lead to adverse publicity and a loss of consumer confidence if it were known that we did not take adequate measures to assure the confidentiality of the personally identifiable information that our users had given to us. This could result in a loss of customers and revenue and materially adversely impact the success of our business. Concern among prospective customers and professionals regarding our use of personal information collected on our websites, such as credit card numbers, email addresses, phone numbers and other personal information, could keep prospective customers from using our career services websites. Internet-wide incidents or incidents with respect to our websites, including misappropriation of our users' personal information, penetration of our network security, or changes in industry standards, regulations or laws could deter people from using the Internet or our websites to conduct transactions that involve confidential information, which could have a material adverse impact on our business. We generally comply with industry standards and are subject to the terms of our privacy policies and privacy-related obligations to third parties (including voluntary third-party certification bodies such as TRUSTe). We strive to comply with all applicable laws, policies, legal obligations and industry codes of conduct relating to privacy and data protection, to the extent possible. However, it is possible that these obligations may be interpreted and applied in new ways and/or in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices or that new regulations could be enacted. Additionally, the EU has adopted a directive, and most of the EU states have adopted laws, that impose restrictions on the collection, use and disclosure of personal data concerning EU residents, and on any transfer of such data outside of the EU. In response to the directive and these laws, which prohibit the transfer of data to countries that are not deemed to have laws that adequately protect data subjects' privacy rights, other countries have adopted or are considering adopting laws and regulations regarding the collection, use and disclosure of personal data that meet the EU's standard for adequacy. Directives and privacy acts of these other countries may have an adverse effect on our ability to collect, use, disclose and transfer personal data from users in the applicable countries and consequently may have an adverse effect on our business.

We have indebtedness which could affect our financial condition, and, given the current environment, we may not be able to borrow funds under our revolving credit facility or refinance our indebtedness.

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As of December 31, 2013, we had $119.0 million of outstanding indebtedness under our Credit Agreement and we had the ability to borrow an additional $131.0 million. If we cannot generate sufficient cash flow from operations to service our debt, we may need to further refinance our debt, dispose of assets or issue equity to obtain necessary funds. We do not know whether we will be able to take any of these actions, if necessary, on a timely basis or on terms satisfactory to us or at all.

Our Credit Agreement consists of a term facility and a revolving facility. The funding of the revolving facility is dependent on a number of financial institutions. It is possible that one or more of the lenders will refuse or be unable to satisfy their commitment to lend to us should we need to borrow funds under the revolving credit facility. If borrowings are unavailable to us and we cannot generate sufficient revenues to fund our operations, our business will be adversely affected. In addition, the inability to borrow could hinder growth if we need funds to complete an acquisition.

Our indebtedness could limit our ability to:

- obtain necessary additional financing for working capital, capital expenditures or other purposes in the future;
- plan for, or react to, changes in our business and the industries in which we operate;
- make future acquisitions or pursue other business opportunities; and
- react in an extended economic downturn.

The terms of our Credit Agreement may restrict our current and future operations, which would adversely affect our ability to respond to changes in our business and to manage our operations.

Our Credit Agreement contains, and any future indebtedness of ours would likely contain, a number of restrictive covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- incur additional debt;
- pay dividends and make other restricted payments;
- repurchase our own shares;
- create liens;
- make investments and acquisitions;
- engage in sales of assets and subsidiary stock;
- enter into sale-leaseback transactions;
- enter into transactions with affiliates;
- transfer all or substantially all of our assets or enter into merger or consolidation transactions; and
- make capital expenditures.

Our Credit Agreement also requires us to maintain certain financial ratios. A failure by us to comply with the covenants or financial ratios contained in our Credit Agreement could result in an event of default under the facility which could adversely affect our ability to respond to changes in our business and manage our operations. In the event of any default under our Credit Agreement, the lenders under our Credit Agreement will not be required to lend any additional amounts to us. Our lenders also could elect to declare all amounts outstanding to be due and payable and require us to apply all of our available cash to repay these amounts. If the indebtedness under our Credit Agreement were to be accelerated, there can be no assurance that our assets would be sufficient to repay this indebtedness in full.

We expect our operating results to fluctuate on a quarterly and annual basis.

Our revenue and operating results could vary significantly from quarter-to-quarter and year-to-year and may fail to match our past performance because of a variety of factors, some of which are outside of our control. Any of these events could cause the market price of our common stock to fluctuate. Factors that may contribute to the variability of our operating results include:

- the size and seasonal variability of our customers' recruiting and marketing budgets;
- the emergence of new competitors in our market whether by established companies or the entrance of new companies;
- the cost of investing in our technology infrastructure may be greater than we anticipate;

- our ability to increase our customer base and customer and professional engagement;
- disruptions or outages in the availability of our websites, actual or perceived breaches of privacy and compromises of our customers’ or professionals’ data;
- changes in our pricing policies or those of our competitors;
- macroeconomic changes, in particular, deterioration in labor markets, which would adversely impact sales of our hiring solutions, or economic growth that does not lead to job growth, for instance increases in productivity;
- the timing and costs of expanding our organization and delays or inability in achieving expected productivity;
- the timing of certain expenditures, including hiring of employees and capital expenditures;

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- our ability to increase sales of our products and solutions to new customers and expand sales of additional products and solutions to our existing customers;
- the extent to which existing customers renew their agreements with us and the timing and terms of those renewals; and
- general industry and macroeconomic conditions.

Our history of operations includes periods of operating and net losses, and we may incur operating and net losses in the future. Our significant net losses in periods prior to 2003 and the significant amount of indebtedness incurred by our predecessor led us to declare bankruptcy in early 2003.

We experienced operating and net losses from continuing operations of approximately $307,000 and $1.4 million, respectively, in the four month period ending December 31, 2005, due primarily to the negative impact of the deferred revenue adjustment we made at the time of the acquisition of Dice Inc. by the Company in 2005 and the increased amortization expense and interest expense incurred as a result of the acquisition. Additionally, on a pro forma basis, we experienced a net loss from continuing operations of $3.6 million for the year ended December 31, 2006. If we continue to suffer operating and net losses the trading price of our common stock may decline significantly. In addition, we had net losses from continuing operations of $16.4 million in 2002, primarily as a result of a decline in demand for the products and services Dice Inc. offered stemming from the severe and extended downturn in the general labor market and more specifically the technology labor market that began in 2001, and also due to the significant amount of indebtedness Dice Inc.'s predecessor had incurred. As a result on February 14, 2003, Dice Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the United States Bankruptcy Code (the "Joint Plan of Reorganization"). The Joint Plan of Reorganization was confirmed by the Bankruptcy Court on June 24, 2003, and became effective as of the close of business on June 30, 2003, at which point Dice Inc. emerged from bankruptcy. Although we have managed to achieve an increase in revenues since Dice Inc. emerged from bankruptcy, we have also increased our operating expenses significantly, expanded our net sales and marketing operations, made significant acquisitions and have continued to develop and extend our online career services with the expectation that our revenues will grow in the future. We may not generate sufficient revenues to pay for all of these operating or other expenses, which could have a material adverse effect on our business, results of operations and financial condition.

If we are not able to successfully identify or integrate recent or future acquisitions our management's attention could be diverted, and our efforts to integrate future acquisitions could consume significant resources.

An important component of our strategy is to expand the geographic markets and the vertical sectors we serve and diversify the products and services we offer through the acquisition of other complementary businesses and technologies (for example, the 2013 acquisitions of The IT Job Board and onTargetjobs, the 2012 FINS.com and Slashdot Media acquisitions, 2010 WorldwideWorker and Rigzone acquisitions, the 2009 Health Callings acquisition and the 2006 eFinancialGroup acquisition). Our further growth may depend in part on our ability to identify additional suitable acquisition candidates and acquire them on terms that are beneficial to us. We may not be able to identify suitable acquisition candidates or acquire them on favorable terms or at all. In addition, the anticipated results or operational benefits of any businesses we acquire may not be realized and we may not be successful in integrating other acquired business into our operations. Failure to manage and successfully integrate acquired businesses could harm our business. Even if we are successful in making an acquisition, we may encounter numerous risks, including the following:

- expenses, delays and difficulties in integrating the operations, technologies and products of acquired companies;
- potential disruption of our ongoing operations;
- diversion of management's attention from normal daily operations of the business;
- inability to maintain key business relationships and the reputations of acquired businesses;
- the difficulty of integrating acquired technology and rights into our services and unanticipated expenses related to such integration;
- the impairment of relationships with customers and partners of the acquired companies or our customers and partners as a result of the integration of acquired operations;

- the impairment of relationships with employees of the acquired companies or our employees as a result of integration of new management personnel;
- entry into markets in which we have limited or no prior experience and in which our competitors have stronger market positions;
- dependence on unfamiliar employees, affiliates and partners;
- the amortization of the acquired company's intangible assets;
- insufficient revenues to offset increased expenses associated with the acquisition;
- inability to maintain our internal standards, controls, procedures and policies;
- reduction or replacement of the sales of existing services by sales of products and services from acquired business lines;
- potential loss of key employees of the acquired companies;

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- difficulties integrating the personnel and cultures of the acquired companies into our operations;
- in the case of foreign acquisitions, uncertainty regarding foreign laws and regulations and difficulty integrating operations and systems as a result of cultural, systems and operational differences; and
- the impact of potential liabilities or unknown liabilities of the acquired businesses.

If any of these risks materialize, they could have a material adverse effect on our business, results of operations, financial condition and liquidity.

In addition, any acquisition of other businesses or technologies may require us to seek debt or equity financing. Such financing might not be available to us on acceptable terms, if at all. The global financial markets have recently experienced declining equity valuations and disruptions in the credit markets due to liquidity imbalances and repricing of risk, which may impact our ability to obtain additional financing on reasonable terms, if at all.

Our potential future growth may strain our resources.

As our operations have expanded, we have experienced a rapid growth in our headcount. We grew from 169 employees at December 31, 2005 to 755 employees at December 31, 2013. Our rapid growth has demanded and will continue to demand substantial resources and attention from our management, including improving our operational and financial systems and expanding, training, retaining and managing our employee base. If we do not effectively manage our growth and expand, train, retain and manage our employee base, our customer service and responsiveness could suffer and our costs could increase, which could harm our brand, increase our expenses and reduce our profitability.

Misappropriation or misuse of our intellectual property could harm our reputation, affect our competitive position and cost us money.

Our success and ability to compete are dependent in part on the strength of our intellectual property rights, the content included on our websites, the goodwill associated with our trademarks, trade names and service marks, and on our ability to use U.S. and foreign laws to protect them. Our intellectual property includes, among other things, the content included on our websites, our logos, brands, domain names, the technology that we use to deliver our products and services, the various databases of information that we maintain and make available and the appearance of our websites. We claim common law protection on certain names and marks that we have used in connection with our business activities and the content included on our websites. We also own a number of registered or applied for trademarks and service marks that we use in connection with our business, including DICE, CLEARANCEJOBS.COM, EFINANCIALCAREERS and RIGZONE. Through the Slashdot Media acquisition, we acquired all rights and interest in the SourceForge and Slashdot trademarks used in the United States and in other countries. Through The IT Job Board acquisition, we acquired all rights and interest in The IT Job Board trademarks in the European community, and through the onTargetjobs acquisition, we acquired all rights and interest in onTargetjobs trademarks in the United States and Canada. Although we generally pursue the registration of material service marks and other material intellectual property we own, where applicable, we have copyrights, trademarks and/or service marks that have not been registered in the United States and/or other jurisdictions. We generally enter into confidentiality and work-for-hire agreements with our employees, consultants, and vendors to protect our intellectual property rights. We also seek to control access to and distribution of our technology, documentation and other proprietary information as well as proprietary information licensed from third parties. Policing our intellectual property rights worldwide is a difficult task, and we may not be able to identify infringing users. The steps we have taken to protect our proprietary rights may not be adequate, and third parties could infringe, misappropriate or misuse our intellectual property rights. If this were to occur, it could harm our reputation and affect our competitive position. It could also require us to spend significant time and money in litigation. In addition, the laws of foreign countries do not necessarily protect intellectual property rights to the same extent as the laws of the United States. We have licensed in the past (on a royalty free basis), and expect to license in the future, various elements of our distinctive trademarks, service marks, trade dress, content and similar proprietary rights to third parties. We enter into strategic marketing arrangements with certain third party web site operators pursuant to which we license our trademarks, service marks and content to such third parties in order to promote our brands and services and to generate leads to our websites. While we attempt to ensure that the quality of our brands is maintained by these licensees, we cannot assure you that third party licensees of our proprietary rights will always take actions to protect the value of our intellectual

property and reputation, which could adversely affect our business and reputation.
We could be subject to infringement and other claims relating to our services or the content on our websites that may result in costly litigation, the payment of damages or the need to revise the way we conduct business.
We cannot be certain that our technology, offerings, services or content do not or will not infringe upon the intellectual property or other proprietary rights of third parties, or otherwise violate laws. From time to time we receive notices alleging potential infringement of intellectual property or other proprietary rights of third parties or non-compliance with applicable laws. In seeking to protect our marks, copyrights, domain names and other intellectual property rights, or in defending ourselves against claims of infringement or non-compliance that may or may not be without merit, we could face costly

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litigation and the diversion of our management's attention and resources. Claims against us could result in the need to develop alternative trademarks, content, technology or other intellectual property or enter into costly royalty or licensing agreements, or substantially modify or cease to offer one or more of our services, which could have a material adverse effect on our business, results of operations, financial condition and liquidity. If we were found to have infringed on a third party's intellectual property or other proprietary rights, or failed to comply with applicable laws, among other things, the value of our brands and our business reputation could be impaired, and our business could suffer.

If we are unable to enforce or defend our ownership or use of intellectual property, our business, competitive position and operating results could be harmed.

The success of our business depends in large part on our intellectual property rights, including existing and future trademarks and copyrights, which are and will continue to be valuable and important assets of our business. Our business could be harmed if we are not able to protect the content of our databases and our other intellectual property. We have taken measures to protect our intellectual property, such as requiring our employees and consultants with access to our proprietary information to execute confidentiality agreements. In the future, we may sue competitors or other parties who we believe to be infringing our intellectual property. We may in the future also find it necessary to assert claims regarding our intellectual property. These measures may not be sufficient or effective to protect our intellectual property. We also rely on laws, including those regarding copyrights and trademarks to protect our intellectual property rights. Current laws, or the enforceability of such laws, specifically in foreign jurisdictions, may not adequately protect our intellectual property or our databases and the data contained in them. In addition, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights in Internet related businesses are uncertain and evolving, and we cannot assure you of the future viability or value of any of our proprietary rights. Others may develop technologies similar or superior to our technology. A significant impairment of our intellectual property rights could require us to develop alternative intellectual property, incur licensing or other expenses or limit our product and service offerings.

We are controlled by two groups of principal stockholders, as well as management stockholders, whose interest in our business may be different than yours.

Together, the Principal Stockholders beneficially own approximately 28% of our outstanding common stock as of February 7, 2014. Our Principal Stockholders together with certain of our officers and employees, which we refer to as the "Management Stockholders" beneficially own approximately 38%. Accordingly, together the Principal Stockholders and Management Stockholders can exercise significant influence over our business policies and affairs, including the composition of our board of directors, and over any action requiring the approval of our stockholders, including the adoption of amendments to our certificate of incorporation and the approval of mergers or sales of substantially all of our assets. The concentration of ownership of the Principal Stockholders may also delay, defer or even prevent an acquisition by a third party or other change of control of our company and may make some transactions more difficult or impossible without the support of the Principal Stockholders, even if such events are in the best interests of minority stockholders. In addition, in connection with our Initial Public Offering ("IPO") in July 2007, we entered into the Institutional and Management Shareholders Agreement, or the "Institutional Shareholder Agreement," with the Principal Stockholders and Management Stockholders. In accordance with the Institutional Shareholder Agreement, each of the Principal Stockholders has the right to designate up to (1) three members of our board of directors if such Principal Stockholder owns 17.5% or more of our common stock, (2) two members of our board of directors if it owns less than 17.5% but at least 10% of our common stock, and (3) one member of our board of directors if it owns less than 10% but at least 5% of our common stock. If a Principal Stockholder owns less than 5% of our common stock, it will no longer be entitled to designate members of our board of directors. Each Principal Stockholder has agreed to vote its shares in favor of the directors designated by the other Principal Stockholder in accordance with the terms of the agreement. Each Principal Stockholder will also have the right to designate one member of our Compensation Committee and one member of our Nominating and Corporate Governance Committee if such Principal Stockholder owns at least 5% of our common stock. Our Institutional Shareholder Agreement and our amended and restated certificate of incorporation provides that the doctrine of "corporate opportunity" will not apply against our Principal Stockholders in a manner that would prohibit them from investing in competing businesses or doing business with our clients and customers. To the extent they invest in such other businesses, they may have differing interests than our other stockholders.

We have incurred increased costs and will continue to incur these costs as a result of being a public company.

As a public company, we have incurred and will continue to incur significant levels of legal, accounting and other expenses. The Sarbanes Oxley Act of 2002 ("Sarbanes Oxley"), the Dodd-Frank Act and related rules of the Securities and Exchange Commission (the "Commission") and the NYSE regulate corporate governance practices of public companies and impose significant requirements relating to disclosure controls and procedures and internal control over financial reporting. Compliance with these public company requirements has increased our costs, required additional resources and made some activities more time consuming. We are required to expend considerable time and resources complying with public company regulations.

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If we do not meet the continued listing requirements of the NYSE our common stock may be delisted.

Our common stock is listed on the NYSE. The NYSE requires us to continue to meet certain listing standards, including standards related to the trading price of our common stock (e.g., maintaining an average share price of at least $1.00), as well as our global market capitalization (e.g., maintaining an average global market capitalization of at least $75 million). While we are currently in compliance with the NYSE continued listing requirements, we cannot assure you that we will remain in compliance. If we do not meet the NYSE's continued listing standards, we will be notified by the NYSE and we will be required to take corrective action to meet the continued listing standards; otherwise our common stock will be delisted from the NYSE. A delisting of our common stock on the NYSE would reduce the liquidity and market price of our common stock and the number of investors willing to hold or acquire our common stock, which could negatively impact our ability to access the public capital markets. A delisting would also reduce the value of our equity compensation plans, which could negatively impact our ability to retain key employees.

Our stock price has been volatile in the past and may be subject to volatility in the future.

The trading price of our common stock has been volatile in the past, and could be subject to fluctuations in response to various factors, some of which are beyond our control. Factors such as announcements of variations in our quarterly financial results and fluctuations in revenue could cause the market price of our common stock to fluctuate. Fluctuations in the valuation of companies perceived by investors to be comparable to us or in valuation metrics, such as our price to earnings ratio, could impact our stock price. Additionally, the stock markets have at times experienced price and volume fluctuations that have affected and might in the future affect the market prices of equity securities of many companies. These fluctuations have, in some cases, been unrelated or disproportionate to the operating performance of these companies. Further, the trading prices of publicly traded shares of companies in our industry have been particularly volatile and may be very volatile in the future. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes, international currency fluctuations or political unrest, may negatively impact the market price of our common stock.

Failure to maintain effective internal control over financial reporting could have a material adverse effect on our business, operating results and stock price.

Maintaining effective internal control over financial reporting is necessary for us to produce reliable financial reports and is important in helping to prevent financial fraud. If we are unable to maintain adequate internal controls, our business and operating results could be harmed. We are required to satisfy the requirements of Section 404 of Sarbanes Oxley and the related rules of the Commission, which require, among other things, our management to assess annually the effectiveness of our internal control over financial reporting and our independent registered public accounting firm to issue a report on that assessment. We may be unable to remedy before the requisite deadline for those reports. Any failure to remediate deficiencies noted by our independent registered public accounting firm or to implement required new or improved controls or difficulties encountered in their implementation could cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. If our management or our independent registered public accounting firm were to conclude in their reports that our internal control over financial reporting was not effective, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly.

We are dependent on the continued service of key executives and technical personnel whose expertise would be difficult to replace and, if we fail to retain key executives and personnel, there could be a material adverse effect on our business.

Our performance is substantially dependent on the performance of senior management and key technical personnel. We have employment agreements, which include non-compete provisions, with all members of senior management and certain key technical personnel. However, we cannot assure you that any of these senior managers or others will remain with us or that they will not compete with us in the event they cease to be employees, which could have a material adverse effect on our business, results of operations, financial condition and liquidity. In addition, we have not purchased key person life insurance on any members of our senior management. Our future success also depends upon our continuing ability to identify, attract, hire and retain highly qualified personnel, including skilled technical, management, product and technology, and sales and marketing personnel, all of whom are in high demand and are often subject to competing offers. There has in the past been, and there may in the future be, a shortage of qualified personnel in the career services market. We also compete for qualified personnel with other companies. A loss of a substantial number of qualified employees, or an inability to attract, retain and motivate additional highly skilled employees required for expansion of our business, could have a material adverse effect on our business.

Our business is subject to U.S. and foreign government regulation of the Internet and taxation, which may have a material adverse effect on our business.

Congress and various state and local governments, as well as the EU, have passed legislation that regulates various aspects of the Internet, including content, copyright infringement, user privacy, taxation, access charges, liability for third-party

activities and jurisdiction. In addition, federal, state, local and foreign governmental organizations are also considering legislative and regulatory proposals that would regulate the Internet. Areas of potential regulation include libel, pricing, quality of products and services and intellectual property ownership. A number of proposals have been made at the state and local level that would impose taxes on the sale of goods and services through the Internet. Such proposals, if adopted, could substantially impair the growth of commerce over the Internet and could adversely affect our business, future results of operations, financial condition and liquidity. A law imposing a three-year moratorium on new taxes on Internet based transactions was enacted by Congress in October 1998. The moratorium was extended by Congress three different times with the expiration now being in
2014. This moratorium relates to new taxes on Internet access fees and state taxes on commerce that discriminate against out-of-state websites. Sales or use taxes imposed upon the sale of products or services over the Internet are not affected by this moratorium. We may be subject to restrictions on our ability to communicate with our customers through email and phone calls. Several jurisdictions have proposed or adopted privacy related laws that restrict or prohibit unsolicited email or "spam." These laws may impose significant monetary penalties for violations. For example, the CAN-SPAM Act of 2003, or "CAN-SPAM," imposes complex and often burdensome requirements in connection with sending commercial email. Key provisions of CAN-SPAM have yet to be interpreted by the courts. Depending on how it is interpreted, CAN-SPAM may impose burdens on our email marketing practices or services we offer or may offer. Although CAN-SPAM is thought to have preempted state laws governing unsolicited email, the effectiveness of that preemption is likely to be tested in court challenges. If any of those challenges are successful, our business may be subject to state laws and regulations that may further restrict our email marketing practices and the services we may offer. The scope of those regulations is unpredictable. Because a number of these laws are relatively new and still in the process of being implemented, we do not know how courts will interpret these laws. Therefore, we are uncertain as to how new laws or the application of existing laws will affect our business. Increased regulation of the Internet may therefore reduce the use of the Internet, which could decrease demand for our services, increase our cost of doing business or otherwise have a material adverse effect on our business, results of operations, financial condition and liquidity.

We post our privacy policy and practices concerning the use and disclosure of user data on our websites. Any failure by us to comply with our posted privacy policy or other privacy-related laws and regulations could result in proceedings which could potentially harm our business, results of operations and financial condition. In this regard, there are a large number of legislative proposals before the United States Congress, various state legislative bodies as well as various European Union institutions, bodies and agencies regarding privacy issues related to our business. It is not possible to predict whether or when such legislation may be adopted, and certain proposals, if adopted, could significantly harm our business, financial condition and results of operations through a decrease in user registrations and revenues. This could be caused by, among other possible provisions, the required use of disclaimers or other requirements before users can utilize our services.

Due to the global nature of the Internet, it is possible that the governments of other states and foreign countries might attempt to regulate its transmissions or prosecute us for violations of their laws. We might unintentionally violate such laws or such laws may be modified and new laws may be enacted in the future. Any such developments (or developments stemming from enactment or modification of other laws) may significantly harm our business, operating results and financial condition.

If candidate profiles are out-of-date, inaccurate or lack the information that users and customers want to see, we may not be able to realize the full potential of our network, which could adversely impact the growth of our business.

If candidate profiles do not accurately reflect candidate information or if candidates do not update their information or provide accurate and complete information, the value of our network may be negatively impacted because our value proposition as a professional network and as a source of accurate and comprehensive data will be weakened. For example, customers of our services may not find candidates who meet their qualifications or may misidentify a candidate as having such qualifications, which could result in mismatches that erode customer confidence in our solutions. Similarly, incomplete or outdated candidate information would diminish the ability of our customers to reach their target audiences and candidate bases and our ability to provide our customers with valuable insights. Therefore, we must provide features and products that demonstrate the value of our services to our candidates and motivate them to contribute additional, timely and accurate information to their profile and our network. If we fail to successfully motivate our candidates to do so, our business and operating results could be adversely affected.

If Internet search engines' methodologies are modified or our search result page rankings decline for other reasons, our user engagement could decline.

We depend in part on various Internet search engines, such as Google, Bing and Yahoo!, to direct a significant amount of traffic to our website. Our ability to maintain the number of visitors directed to our website is not entirely within our control. Our competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ours, or Internet search engines could revise their methodologies in an attempt to improve their search results, which could adversely affect the placement of our search result page ranking. If search engine companies modify their search algorithms in ways that are detrimental to our new user growth or in ways that make it harder for our users to use our website, or if our competitors' SEO efforts are more successful than ours, overall growth in our user base could slow, user engagement could decrease, and we could lose existing users. These modifications may be prompted by search engine companies entering the online professional networking market or aligning with competitors. Our website has experienced fluctuations in search result rankings in the past, and we anticipate similar fluctuations in the future. Any reduction in the number of users directed to our website would harm our business and operating results.

We may not be able to halt the operations of websites that aggregate our data as well as data from other companies, including social networks, or copycat websites that have misappropriated our data in the past or may misappropriate our data in the future. These activities could harm our brand and our business.

From time to time, third parties have misappropriated our data through website scraping, robots or other means and aggregated this data on their websites with data from other companies. In addition, "copycat" websites have misappropriated data on our network and attempted to imitate our brand or the functionality of our website. These activities could degrade our brand and harm our business. When we have become aware of such websites, we have employed technological or legal measures in an attempt to halt their operations. However, we may not be able to detect all such websites in a timely manner and, even if we could, technological and legal measures may be insufficient to stop their operations. In some cases, particularly in the case of websites operating outside of the United States, our available remedies may not be adequate to protect us against such websites. Regardless of whether we can successfully enforce our rights against these websites, any measures that we may take could require us to expend significant financial or other resources.

If our business fails to attract and retain users, particularly users who create and post original content on our web properties, our financial results will be adversely affected.

Our reliance upon user-generated content requires that we develop and maintain tools and services designed to facilitate:

- creation of user-generated content
- participation in discussion surrounding such user-generated content
- evaluation of user-generated content
- distribution of user-generated content.

If our development efforts fail to facilitate such activities on our web properties, the level of user engagement and interaction will not increase and may decline. Even if we succeed in facilitating such activities on our sites, there can be no assurance that such improvements will be deployed in a timely or cost-effective manner.

If we fail to increase user engagement and interaction on our web properties, we will not attract and retain a loyal user base that is desirable to advertisers. Our inability to maintain a loyal user base and the advertisers who desire to reach them which will adversely affect our business and our ability to maintain or grow our revenue.

We face risks relating to our foreign operations.

We operate websites serving 19 markets around the world. For the year ended December 31, 2013, approximately 21% of our total revenues were generated outside of the United States. Such amounts are collected in local currency. As a result of operating outside the United States, we are at risk for exchange rate fluctuations between such local currencies and the United States dollar, which could affect our results of operations. To date, we have not engaged in exchange rate hedging activities. Even were we to implement hedging strategies to mitigate this risk, these strategies might not eliminate our exposure to foreign exchange rate fluctuations and would involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategies and potential accounting implications. We are also subject to taxation in foreign jurisdictions. In addition, transactions between our foreign subsidiaries and us may be subject to United States and foreign withholding taxes. Applicable tax rates in foreign jurisdictions differ from those of the United States, and change periodically. The extent, if any, to which we will receive credit in the United States for taxes we pay in foreign jurisdictions will depend upon the application of limitations set forth in the U.S. Internal Revenue Code of 1986, as amended, or the "Code," as well as the provisions of any tax treaties that may exist between the United States and such foreign jurisdictions. Our current or future international operations might not succeed for a number of reasons including:

- difficulties in staffing and managing foreign operations;
- competition from local recruiting services or employment advertising agencies;
- operational issues such as longer customer payment cycles and greater difficulties in collecting accounts receivable;
- seasonal reductions in business activity;
- language and cultural differences;
- taxation issues;

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- foreign exchange controls that might prevent us from repatriating income earned in countries outside the United States;
- credit risk;
- higher levels of payment fraud;
- multiple and conflicting laws and regulations, including complications due to unexpected changes in these laws and regulations;
- the burdens of complying with a wide variety of foreign laws and regulations;
- difficulties in enforcing intellectual property rights in countries other than the United States; and
- general political and economic trends.

Our future growth depends on our ability to expand operations in international markets. We may have limited experience or we may need to rely on business partners in these markets, and our future growth will be materially adversely affected if we are unsuccessful in our international expansion efforts.

We operate local websites in numerous markets around the world. Our future growth will depend significantly on our ability to expand our brands and product offerings in additional international markets. As we expand into new international markets, we may have only limited experience in marketing and operating our products and services in such markets. In other instances, we may have to rely on the efforts and abilities of foreign business partners in such markets. Certain international markets may be slower than domestic markets in adopting the online recruitment and advertising industry medium and, as a result, our operations in international markets may not develop at a rate that supports our level of investment. In addition, business practices in these new international markets may be unlike those in the other markets we serve and we may face increased exposure to fines and penalties under U.S. laws such as the Foreign Corrupt Practices Act, the U.K. Anti-Bribery Act and local laws prohibiting corrupt payments to governmental officials. Although we have implemented policies and procedures designed to ensure compliance with these laws, we cannot be sure that our employees, contractors or agents will not violate our policies. Any such violations could materially damage our reputation, our brand, our international expansion efforts, our business and our operating results.

We may be impacted by unfavorable decisions in proceedings related to future tax assessments.

We operate in a number of jurisdictions and are from time to time subject to audits and reviews by various taxation authorities with respect to income, payroll, sales and use and other taxes and remittances, for current as well as past periods. We may become subject to future tax assessments by various authorities. The determination of our worldwide provision for income taxes and current and deferred tax assets and liabilities requires judgment and estimation. There are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our tax estimates are reasonable, the ultimate tax outcome may differ materially from the tax amounts recorded in our consolidated financial statements. Any amount we might be required to pay in connection with an ongoing audit or review or a future tax assessment may have a material adverse effect on our financial position, cash flows or overall results of operations.

Taxation risks could subject us to liability for past sales and cause our future sales to decrease.

We do not collect sales or other taxes in certain jurisdictions on the services we provide in the United States. Our operations, and any future expansion of them, along with other aspects of our evolving business, may result in additional sales and other tax obligations.

Currently, the individual states' sales and use tax regulations determine which services performed over the Internet are subject to sales and use tax. A number of states have been considering or have adopted initiatives that could impose sales and use taxes on certain services delivered over the Internet. If these initiatives are successful, we could be required to collect sales and use taxes in additional states. Also, a state may take the position under existing tax regulations that certain services we provide are subject to sales tax under current regulations. The imposition by state and local governments of various taxes upon certain services delivered over the Internet could create administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on all of our online competitors and potentially decrease our future sales.

We collect consumption tax (including value added tax, goods and services tax, and provincial sales tax) as applicable on services sold by us on some of our international sites. Additional foreign countries may seek to impose sales or other tax collection obligations on us.

A successful assertion by one or more states or foreign countries that we should collect sales or other taxes on the sale of services could result in substantial tax liabilities for past sales, decrease our ability to compete, and otherwise harm our business.

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A write-off of all or a part of our goodwill would hurt our operating results and reduce our net worth.
We have significant intangible assets related to goodwill, which represents the excess of the total purchase price of our acquisitions over the estimated fair value of the net assets acquired. As of December 31, 2013, we had $230.2 million of goodwill on our balance sheet, which represented approximately 55% of our total assets. We do not amortize goodwill under U.S. accounting standards and instead are required to review goodwill at least annually for impairment. During 2013, goodwill of $7.7 million related to Slashdot Media and Health Callings was written off. During 2008, goodwill of $7.2 million related to eFinancialCareers' North American operations was written off. In the event impairment is identified again in the future for any of our reporting units, a charge to earnings would be recorded. Although it would not affect our cash flow or financial position, a write-off in future periods of all or a part of our goodwill would have a material adverse effect on our overall results of operations. See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies—Goodwill."
Because we recognize most of our revenue from our contracts over the term of the agreement, a significant downturn in these businesses may not be immediately reflected in our operating results.
We recognize revenue from sales of our recruiting contracts over the terms of the agreements, which, on average, is approximately 12 months. As a result, a significant portion of the revenue we report in each quarter is generated from agreements entered into during previous quarters. Consequently, a decline in new or renewed agreements in any one quarter may not significantly impact our revenue in that quarter but will negatively affect our revenue in future quarters. In addition, we may be unable to adjust our fixed costs in response to reduced revenue. Accordingly, the effect of significant declines in the sales of these offerings may not be reflected in our short-term results of operations.

Item 1B. Unresolved Staff Comments
None.

Item 2. Properties
We do not own any properties. Our corporate headquarters are located at 1040 Avenue of the Americas, New York, New York, where we lease approximately 12,000 square feet. We lease approximately 35,000 square feet of office space in Urbandale, Iowa. We lease approximately 16,000 square feet of space to house our operations in London, England. We also have small offices in Cincinnati, Ohio; Denver, Colorado; Houston, Texas; San Francisco, California; Santa Clara, California; Dexter, Michigan; Vancouver, British Columbia, Canada; Singapore; Frankfurt, Germany; Amsterdam, Netherlands; Dubai, United Arab Emirates; Sydney, Australia; Perth, Australia; Hong Kong; Beijing, China; Aberdeen, Scotland and Shanghai, China. Our small offices are used across multiple segments.
We believe that our facilities are generally adequate for current and anticipated future use, although we may from time to time lease additional facilities as operations require.

Item 3. Legal Proceedings
From time to time we may be involved in disputes or litigation relating to claims arising out of our operations. We are currently not a party to any material pending legal proceedings.

Item 4. Mine Safety Disclosures
None.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is listed on the NYSE under the ticker symbol “DHX”. We have not listed our stock on any other markets or exchanges. Prior to July 18, 2007, there was no public market for our common stock. The high and low quarterly closing sales prices for the common stock for 2013 and 2012 were as follows:

	2013				2012			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Low	$9.17	$8.34	$8.22	$6.86	$8.27	$9.03	$7.10	$8.11
High	$10.25	$9.86	$9.85	$8.75	$10.21	$10.98	$9.65	$9.20

As of December 31, 2013, the last reported sale price of our stock as reported by the NYSE was $7.25.

Holders

As of December 31, 2013, there were 37 stockholders of record of our common stock. A significant number of the outstanding shares of common stock which are beneficially owned by individuals and entities are registered in the name of Cede & Co. Cede & Co. is a nominee of The Depository Trust Company, a securities depository for banks and brokerage firms.

Dividend Policy

We have not declared or paid any cash dividends on our stock as a public company. We currently anticipate that all future earnings will be retained by the Company to support our long-term growth strategy. Accordingly, we do not anticipate paying periodic cash dividends on our stock for the foreseeable future.

Furthermore, we are restricted by our Credit Agreement in the amount of cash dividends that we can pay.

The payment of any future dividends will be at the discretion of our Board of Directors and subject to the Credit Agreement and will depend upon, among other things, future earnings, operations, capital requirements, our general financial condition, contractual restrictions and general business conditions.

Repurchases of Equity Securities

Our Board of Directors approved a stock repurchase program that permitted the Company to repurchase our common stock. The following table summarizes the Stock Repurchase Plans approved by the Board of Directors:

	Stock Repurchase Plan			
	I	II	III	IV
Approval Date	August 2011	March 2012	January 2013	December 2013
Authorized Repurchase Amount of Common Stock	$30 million	$65 million	$50 million	$50 million
Effective Dates	August 2011 to March 2012	March 2012 to March 2013	March 2013 to December 2013	December 2013 to present

The Company is currently under Stock Repurchase Plan IV, which will be in effect for up to one year. Under each plan, management has discretion in determining the conditions under which shares may be purchased from time to time.

During the three months ended December 31, 2013, purchases of our common stock pursuant to the Stock Repurchase Plans were as follows:

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Period	(a) Total Number of Shares Purchased [1]	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 through October 31, 2013	1,175,000	$ 8.41	1,175,000	$ 9,500,588
November 1 through November 30, 2013	1,109,331	7.42	1,109,331	1,264,411
December 1 through December 31, 2013 [2]	335,000	7.21	335,000	48,848,812
Total	2,619,331	$ 7.84	2,619,331	

[1] No shares of our common stock were purchased other than through a publicly announced plan or program.
[2] The Stock Repurchase Plan III concluded on December 20, 2013, and the Stock Repurchase Plan IV commenced on such date.

Securities Authorized for Issuance under Equity Compensation Plans
The following table sets forth information required by this item as of December 31, 2013 regarding compensation plans under which the Company's equity securities are authorized for issuance:

Plan Category	(a) Number of Securities to be Issued upon Exercise of Outstanding Options	(b) Weighted-Average Exercise Price of Outstanding Options ($)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	7,536,601	$ 5.53	4,955,426
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	7,536,601	$ 5.53	4,955,426

For material features of the plans, see Item 7. "Management Discussion and Analysis of Financial Conditions and Results of Operations—Critical Accounting Policies—Stock and Stock-Based Compensation."

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Performance Graph

The following graph shows the total shareholder return of an investment of $100 in cash on July 18, 2007 (the date on which our common stock was first traded on the NYSE) through December 31, 2013 (the last trading day of our common stock on the NYSE in 2013) for (i) our common stock, (ii) the Russell 2000 and (iii) the Dow Jones Internet Composite Index, at the closing price on July 17, 2007. All values assume reinvestment of the full amount of all dividends, if any.

Comparative Returns

The returns shown on the graph do not necessarily predict future performance. The performance graph is not deemed "filed" with the SEC.

Item 6. Selected Financial Data

The information set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

The following consolidated statements of operations data for the years ended December 31, 2013, 2012 and 2011 and the consolidated balance sheet data as of December 31, 2013 and 2012 have been derived from the audited consolidated financial statements and related notes of Dice Holdings, Inc., which are included elsewhere in this Annual Report. The consolidated statements of operations data for the years ended December 31, 2010 and 2009 and the consolidated balance sheet data as of December 31, 2011, 2010 and 2009 have been derived from the audited consolidated financial statements and related notes of Dice Holdings, Inc., which are not included in this Annual Report.

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	For the year ended December 31,				
	2013 (4)	2012 (3)	2011	2010 (2)	2009 (1)
Revenues	$213,482	$195,363	$179,130	$128,997	$109,991
Operating expenses	184,276	136,467	124,183	96,839	83,450
Operating income	29,206	58,896	54,947	32,158	26,541
Income from operations before income taxes	27,295	56,838	53,489	27,718	21,381
Net income	$16,246	$38,087	$34,100	$18,899	$13,491
Basic earnings per share	$0.29	$0.62	$0.52	$0.30	$0.22
Diluted earnings per share	$0.27	$0.59	$0.49	$0.28	$0.20
Weighted average shares outstanding:					
Basic	56,473	61,192	65,809	62,665	62,266
Diluted	59,476	64,604	70,053	67,926	66,074

	For the year ended December 31,				
	2013 (4)	2012 (3)	2011	2010 (2)	2009 (1)
		(in thousands, except per share information)			
Other Financial Data:					
Net cash from operating activities	$49,365	$54,661	$64,494	$47,068	$22,801
Depreciation and amortization	17,401	12,311	14,801	15,553	17,985
Capital expenditures	(10,555)	(5,902)	(7,776)	(4,626)	(2,988)
Net cash from investing activities	(66,967)	(33,939)	(10,614)	(46,428)	(3,516)
Net cash from financing activities	16,439	(36,829)	(41,595)	(1,769)	(31,170)

	At December 31,				
	2013 (4)	2012 (3)	2011	2010 (2)	2009 (1)
Balance Sheet Data:					
Cash and cash equivalents	$39,351	$40,013	$55,237	$43,030	$44,925
Intangible Assets, net	84,905	62,755	56,471	66,500	48,536
Goodwill	230,190	202,944	176,365	176,406	142,638
Total assets	420,641	354,230	326,378	318,722	262,555
Deferred revenue	77,394	69,404	60,887	49,224	33,909
Long-term debt, including current portion	119,000	46,000	15,000	41,000	50,300
Total stockholders' equity	167,812	190,638	209,216	178,227	148,620

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(1) Reflects the Health Callings Acquisition in June 2009.
(2) Reflects the WorldwideWorker Acquisition in May 2010 and the Rigzone Acquisition in August 2010.
(3) Reflects the FINS.com Acquisition in June 2012, Slashdot Media Acquisition in September 2012 and the WorkDigital Acquisition in October 2012.
(4) Reflects The IT Job Board Acquisition in July 2013 and the onTargetjobs Acquisition in November 2013. Includes impairment charges of $15.9 million related to Slashdot Media and Health Callings.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this report. See also “Note Concerning Forward-Looking Statements.”

Information contained herein contains forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include, without limitation, information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are based on assumptio that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, competition from existing and future competitors in the highly competitive market in which we operate, failure to adapt our business model to keep pace with rapid changes in the recruiting and career services business, failure to maintain and develop our reputation and brand recognition, failure to increase or maintain the number of customers who purchase recruitment packages, cyclicality or downturns in the economy or industries we serve, failure to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites, failure to successfully identify or integrate acquisitions, U.S. and foreign government regulation of the Internet and taxation, our ability to borrow funds under our revolving credit facility or refinance our indebtedness and restrictions on our current and future operations under such indebtedness. These factors and others are discussed in this Annual Report on Form 10-K under the headings "Risk Factors," "Forward-Looking Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

You should keep in mind that any forward-looking statement made by us herein, or elsewhere, speaks only as of the date on which it is made. New risks and uncertainties come up from time to time, and it is impossible to predict these events or how they may affect us. We have no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

Overview

We are a leading provider of specialized websites for select professional communities. Through our online communities, professionals can manage their careers by finding relevant job opportunities and by building their knowledge through original and community-shared content. Our websites enable employers, recruiters, staffing agencies, consulting firms and marketing professionals to effectively target and reach highly-valued audiences.

In online recruitment, we target employment categories in which there is a long-term scarcity of highly skilled, highly qualified professionals relative to market demand. Our websites serve as online marketplaces where employers and recruiters find and recruit prospective employees, and where professionals find relevant job opportunities and information to further their careers.

In online media, we serve the technology community and the marketing and advertising professionals who want to reach this audience where they create, improve, compare and distribute open source software or debate and discuss current news and issues.

Our websites offer job postings, news and content, open source software, career development and recruiting services tailored to the specific needs of the professional community that each website serves.

Through our predecessors, we have been in the recruiting and career development business for more than 23 years. Based on our operating structure, we have identified five reportable segments under the Segment Reporting topic of the FASB ASC.

Our reportable segments include:

- Tech & Clearance— Dice.com, ClearanceJobs.com, The IT Job Board (acquired in July 2013), and related career fairs
- Finance— eFinancialCareers
- Energy— Rigzone and related career fairs
- Healthcare— Health Callings, HEALTHeCAREERS and BioSpace (both acquired in November 2013)
- Hospitality— Hcareers (acquired in November 2013)

Our Revenues and Expenses

We derive the majority of our revenues from customers who pay fees, either annually, quarterly or monthly, to post jobs on our websites and to access our searchable databases of resumes. Our fees vary by customer based on the number of individual users of our databases of resumes, the number and type of job postings purchased and the terms of the package purchased. Our Tech & Clearance segment sells recruitment packages that include both access to our databases of resumes and Open Web profiles, as well as job posting capabilities. Our Finance, Energy, Healthcare and Hospitality segments sell job postings and access to our resume databases either as part of a package or individually.

We believe the key metrics that are material to an analysis of our businesses are our total number of recruitment package customers and the revenue, on average, that these customers generate. At December 31, 2013, Dice.com had approximately 8,100 total recruitment package customers, and our other websites collectively served approximately 7,200 customers, including some customers who are also customers

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of Dice.com, as of the same date. Customers who buy multiple products or services are counted individually. Deferred revenue is a key metric of our business as it indicates a level of sales already made that will be recognized as revenue in the future. Deferred revenue reflects the impact of our ability to sign customers to long-term contracts. We recorded deferred revenue of $77.4 million and $69.4 million at December 31, 2013 and December 31, 2012, respectively.

We also generate revenue from advertising on our various websites or from lead generation and marketing solutions provided to our customers. Advertisements include various forms of rich media and banner advertising, text links, sponsorships, and custom content marketing solutions. Lead generation information utilizes advertising and other methods to deliver leads to a customer.

Our ability to continue to grow our revenues will largely depend on our ability to grow our customer bases in the markets in which we operate by acquiring new recruitment package customers and advertisers while retaining a high proportion of the customers we currently serve, and to expand the breadth of services our customers purchase from us. We continue to make investments in our business and infrastructure to help us achieve our long-term growth objectives.

Other material factors that may affect our results of operations include our ability to attract qualified professionals that become engaged with our websites and our ability to attract customers with relevant job opportunities. The more qualified professionals that use our websites, the more attractive our websites become to employers and advertisers, which in turn makes them more likely to become our customers, resulting positively on our results of operations. If we are unable to continue to attract qualified professionals to engage with our websites, our customers may no longer find our services attractive, which could have a negative impact on our results of operations. Additionally, we need to ensure that our websites remain relevant in order to attract qualified professionals to our websites and to engage them in high-valued tasks such as posting resumes and/or applying to jobs.

The largest components of our expenses are personnel costs and marketing and sales expenditures. Personnel costs consist of salaries, benefits, and incentive compensation for our employees, including commissions for salespeople. Personnel costs are categorized in our statement of operations based on each employee’s principal function. Marketing expenditures primarily consist of online advertising and direct mailing programs.

Critical Accounting Policies

This discussion of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates, judgments and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue, goodwill and intangible assets, stock-based compensation and income taxes. We based our estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that we believe are reasonable. In many cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Our actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments used in the preparation of our consolidated financial statements.

Revenue Recognition

We recognize revenues when persuasive evidence of an agreement exists, delivery of service has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Payments received in advance of services being rendered are recorded as deferred revenue and recognized generally on a straight-line basis over the service period. We generate a majority of our revenue from the sale of recruitment packages.

Recruitment package revenues are derived from the sale to recruiters and employers a combination of job postings and access to a searchable database of candidates on our Dice, Rigzone, eFinancialCareers, ClearanceJobs, HEALTHeCAREERS, BioSpace, Hcareers and Health Callings websites. Certain of our arrangements include multiple deliverables, which consist of the ability to post jobs and access to a searchable database of candidates. We determine the units of accounting for multiple element arrangements in accordance with the Multiple-Deliverable Revenue Arrangements subtopic of the FASB ASC. Specifically, we consider a delivered item as a separate unit of accounting if it has value to the customer on a standalone basis. Our arrangements do not include a general right of return. Services to customers buying a package of available job postings and access to the database are delivered over the same period and revenue is recognized ratably over the length of the underlying contract, typically from one to 12 months. The separation of the package into two deliverables results in no change in revenue recognition since delivery of the two services occurs over the same time period. Revenue from the sale of classified job postings and data services is recognized ratably over the length of the contract or the period of actual usage. Revenue from recruitment events is recognized when the event is held. Advertising revenue is recognized over the period in which the advertisements are displayed on the websites or at the time leads are delivered to our customers.

Fair Value of Acquired Businesses

From time to time, we engage in acquisitions to grow our business. FASB ASC topic on Business Combinations requires acquired businesses to be recorded at fair value by the acquiring entity. The Business Combinations topic also requires that intangible assets that meet the legal or separable criterion be separately recognized on the financial statements at their fair value, and provides guidance on the types of intangible assets subject to recognition. A significant component of the value of these acquired businesses has been allocated to intangible assets.

The significant assets acquired and liabilities assumed from our acquisitions consist of intangible assets, goodwill, deferred revenue and contingent consideration. Fair values of the technology and trademarks were determined using a profit allocation methodology which estimates the value of the trademark and brand name by capitalizing the profits saved because the company owns the asset. Fair values of the customer lists and relationships were estimated using the discounted cash flow method based on projections of the amounts and timing of future revenues and cash flows, discount rates and other assumptions as deemed appropriate. Fair values of the candidate database were determined based on the estimated cost to acquire a seeker applied to the number of active seekers as of the acquisition date. The acquired deferred revenue is recorded at fair value as it represents an assumed legal obligation. We estimated our obligation related to deferred revenue using the cost build-up approach which determines fair value by estimating the costs related to fulfilling the obligation plus a reasonable profit margin. The estimated costs to fulfill our deferred revenue obligation were based on our expected future costs to fulfill our obligation to our customers. Contingent consideration is an obligation to transfer assets or equity interests to the former owners if certain future operating and financial goals are met. The fair value of the contingent consideration is determined based on management’s estimation that certain events will occur and certain financial metrics will be reached. Goodwill is the amount of purchase price paid for an acquisition that exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

The remaining useful life of the technology was determined through review of the technology roadmaps, the pattern of projected economic benefit of each existing technology asset, and the time period over which the majority of the undiscounted cash flows are projected to be achieved. The remaining useful life of the trademarks and brand names was determined based on the estimated time period over which each asset is projected to be used, the pattern of projected economic benefit, and the time period over which the majority of the undiscounted cash flows are projected to be achieved. The remaining useful life of the customer list was determined based on the projected customer attrition rates, the pattern of projected economic benefit of each list and the time period over which the majority of the undiscounted cash flows are projected to be achieved.

Determining the fair value for these specifically identified intangible assets involves significant professional judgment, estimates and projections related to the valuation to be applied to intangible assets such as customer lists, technology and trade names. The subjective nature of management’s assumptions increases the risk associated with estimates surrounding the projected performance of the acquired entity. Additionally, as we amortize the finite-lived intangible assets over time, the purchase accounting allocation directly impacts the amortization expense we record on our financial statements.

Goodwill

As a result of our various acquisitions, we have recorded goodwill. We record goodwill when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

We determine whether the carrying value of recorded goodwill is impaired on an annual basis or more frequently if indicators of potential impairment exist. In testing goodwill for impairment, a qualitative assessment can be performed and if it is determined that the fair value of the reporting unit is more likely than not less than the carrying amount, the two step impairment test is required. The first step of the impairment review process compares the fair value of the reporting unit in which the goodwill resides to the carrying value of that reporting unit. The second step measures the amount of impairment loss, if any, by comparing the implied fair value of the reporting unit goodwill with its carrying amount. Our annual impairment test for the goodwill is performed on the following reporting units:

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Reporting Unit	Annual Impairment Test Date	Impairment Indicated
Tech & Clearance	August 31	No
Energy	October 31	No
Finance	October 31	No
Slashdot Media	October 31	Yes
Health Callings	October 31	Yes
Work Digital	October 31	No

The fair value of each reporting unit was in excess of the carrying value, with the exception of the Slashdot Media and Health Callings reporting units. Impairment was noted at Slashdot Media and Health Callings, as discussed in Note 4 of the financial statements. During the year ended December 31, 2013, an impairment loss of $6.3 million was recorded for the Slashdot Media reporting unit. The fair value of this reporting unit was determined by a discounted cash flow methodology. Cash flow projections for this reporting unit decreased during the fourth quarter of 2013 due to a decline in financial performance and expectations for the business. During the year ended December 31, 2013, an impairment loss of $1.4 million was recorded for the Health Callings reporting unit. The fair value of this reporting unit was determined by a discounted cash flow methodology. During the fourth quarter of 2013, the Company determined that the Health Callings brand and website would be merged into the recently acquired HEALTHeCAREERS website. Cash flow projections for Health Callings as a separate reporting unit were not sufficient to support the goodwill recorded. The losses are recorded as Impairment of Goodwill on the Consolidated Statements of Operations. Goodwill resulting from the 2013 acquisitions of The IT Job Board and onTargetjobs will be tested annually for impairment beginning on October 31, 2014.

The determination of whether or not goodwill has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of our reporting units. Fair values are determined either by using a discounted cash flow methodology or by using a combination of a discounted cash flow methodology and a market comparable method. The discounted cash flow methodology is based on projections of the amounts and timing of future revenues and cash flows, assumed discount rates and other assumptions as deemed appropriate. We consider factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements. Additionally, the discounted cash flows analysis takes into consideration cash expenditures for product development, other technological updates and advancements to our websites and investments to improve our candidate databases. The market comparable method indicates the fair value of a business by comparing it to publicly traded companies in similar lines of business or to comparable transactions or assets. Considerations for factors such as size, growth, profitability, risk and return on investment are analyzed and compared to the comparable businesses and adjustments are made. A market value of invested capital of the publicly traded companies is calculated and then applied to the entity’s operating results to arrive at an estimate of value. Changes in our strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of goodwill.

Indefinite-Lived Acquired Intangible Assets

The indefinite-lived acquired intangible assets include the Dice trademarks and brand name. The Dice.com trademark, trade name and domain name is one of the most recognized names of online job boards. Since Dice’s inception in 1991, the brand has been recognized as a leader in recruiting and career development services for technology and engineering professionals. Currently, the brand is synonymous with the most specialized online marketplace for industry-specific talent. The brand has a significant online and offline presence in online recruiting and career development services. Considering the recognition and the awareness of the Dice brand in the talent acquisition and staffing services market, Dice’s long operating history and the intended use of the Dice brand, the remaining useful life of the Dice.com trademark, trade name and domain name was determined to be indefinite.

We determine whether the carrying value of recorded indefinite-lived acquired intangible assets is impaired on an annual basis or more frequently if indicators of potential impairment exist. The impairment review process compares the fair value of the indefinite-lived acquired intangible assets to its carrying value. If the carrying value exceeds the fair value, an impairment loss is recorded. The impairment test is performed annually as of August 31. No impairment was indicated as of August 31, 2013.

The determination of whether or not indefinite-lived acquired intangible assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the indefinite-lived acquired intangible assets. Fair values are determined using a profit allocation methodology which estimates the value of the trademark and brand name by capitalizing the profits saved because the company owns the asset. We consider factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements. Changes

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in our strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of intangible assets.

Income Taxes

We utilize the liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for differences between the financial statement and tax bases of assets and liabilities at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In addition, valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. We have concluded that based on expected future results and the future reversals of existing taxable temporary differences, it is more likely than not that the deferred tax assets will be used in the future. Uncertain tax positions are evaluated and amounts are recorded when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Judgment is required in evaluating each uncertain tax position to determine whether the more likely than not recognition threshold has been met.

Stock and Stock Based Compensation

Under our 2012 Omnibus Equity Award Plan, we have granted stock options and restricted stock to certain of our employees, consultants and directors. Compensation expense is recorded for stock awards made to employees and directors in return for service to the Company. The expense is measured at the fair value of the award on the date of grant and recognized as compensation expense on a straight-line basis over the service period, which is the vesting period. The fair value of options granted during the years ended December 31, 2013, 2012 and 2011 was estimated on the grant date using Black-Scholes option-pricing model. The use of an option valuation model includes highly subjective assumptions based on long-term predictions, including the expected stock price volatility and average life of each grant.

Recent Developments

Slashdot Media was acquired to provide content and services that are important to technology professionals in their everyday work lives and to leverage that reach into the global technology community benefiting user engagement on the Dice.com site. The expected benefits have started to be realized at Dice.com. However, advertising revenue has declined over the past year and there is no improvement expected in the future financial performance of Slashdot Media's underlying advertising business. Therefore, $7.2 million of intangible assets and $6.3 million of goodwill related to Slashdot Media were reduced to zero.

In November 2013, we determined that Health Callings will be merged into HEALTHeCAREERS with the expectation that the combination will create a stronger and more complete service for healthcare professionals, as well as employers and recruiters. Therefore, goodwill related to Health Callings was reduced from $1.4 million to zero.

Cyclicality

The labor market and certain of the industries that we serve have historically experienced short-term cyclicality. However, we believe that the economic and strategic value provided by online career websites has led to an overall increase in the use of these services during the most recent labor market cycle. That increased usage has somewhat lessened the impact of cyclicality on our businesses as compared to traditional offline competitors.

Any slowdown in recruitment activity that occurs will negatively impact our revenues and results of operations. Alternatively, a decrease in the unemployment rate or a labor shortage, including as a result of an increase in job turnover, generally means that employers (including our customers) are seeking to hire more individuals, which would generally lead to more job postings and database licenses and have a positive impact on our revenues and results of operations. Based on historical trends, improvements in labor markets and the need for our services generally lag behind overall economic improvements. Additionally, there has historically been a lag from the time customers begin to increase purchases of our recruitment services and the impact to our revenues due to the recognition of revenue occurring over the length of the contract, which can be several months to a year.

The significant increase in the unemployment rate and general reduction in recruitment activity experienced in 2008 through 2009 is an example of how economic conditions can negatively impact our revenues and results of operations. During 2010 and the first half of 2011, we saw a significant improvement in recruitment activity, resulting in revenue and customer growth. From the second half of 2011 into 2013, we saw tougher market conditions in our finance segment and a less urgent recruiting environment for technology professionals. If recruitment activity continues to be slow in 2013 and beyond, our revenues and results of operations will be negatively impacted.

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In our media businesses, advertisers can generally terminate their contracts with us at any time. Our advertisers' spending patterns tend to be cyclical, reflecting overall macroeconomic conditions, seasonality and company-specific budgeting and buying patterns. Our advertisers are also concentrated in the technology sector and the economic conditions in this sector also impact their spending decisions. Because we derive a large part of our Media revenue from these advertisers, decreases in or delays of advertising spending could reduce our revenue or negatively impact our results from operations.

Results of Operations

Our historical financial information discussed in this Annual Report on Form 10-K has been derived from the Company's financial statements and accounting records for the years ended December 31, 2013, 2012 and 2011. Consolidated operating results as a percent of revenue follows:

	For the year ended December 31,					
	2013		2012		2011	
Revenues	100.0	%	100.0	%	100.0	%
Operating expenses:						
Cost of revenues	11.0	%	8.0	%	7.3	%
Product development	10.5	%	8.3	%	5.8	%
Sales and marketing	32.2	%	33.3	%	33.0	%
General and administrative	16.9	%	13.9	%	13.0	%
Depreciation	3.8	%	2.9	%	2.6	%
Amortization of intangible assets	4.4	%	3.4	%	5.6	%
Impairment of goodwill	3.6	%	—	%	—	%
Impairment of intangible and fixed assets	3.8	%	—	%	—	%
Change in acquisition related contingencies	0.1	%	—	%	1.7	%
Total operating expenses	86.3	%	69.9	%	69.3	%
Operating income	13.7	%	30.1	%	30.7	%
Interest expense	(0.9	)%	(0.7	)%	(0.8	)%
Deferred financing cost write-off	—	%	(0.4	)%	—	%
Interest income	—	%	—	%	0.1	%
Other expense	—	%	—	%	(0.1	)%
Income before income taxes	12.8	%	29.1	%	29.9	%
Income tax expense	5.2	%	9.6	%	10.8	%
Net income	7.6	%	19.5	%	19.0	%

Comparison of Years Ended December 31, 2013 and 2012

Revenues

	Year Ended December 31,		Increase		Percent	
	2013	2012	(Decrease)		Change	
	(in thousands, except percentages)					
Tech & Clearance	$131,924	$129,185	$2,739		2.1	%
Finance	34,997	38,373	(3,376	)	(8.8	)%
Energy	23,503	19,865	3,638		18.3	%
Healthcare	5,563	2,493	3,070		123.1	%
Hospitality	1,389	—	1,389		—	%
Corporate & Other	16,106	5,447	10,659		195.7	%
Total revenues	$213,482	$195,363	$18,119		9.3	%

Our revenues were $213.5 million for the year ended December 31, 2013 compared to $195.4 million for the same period in 2012, an increase of $18.1 million, or 9.3%.

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We experienced an increase in the Tech & Clearance segment revenue of $2.7 million, or 2.1%, of which the acquisitions of The IT Job Board contributed $3.2 million to the increase. Revenue at Dice.com was essentially flat compared to the same period in 2012. Our customers' usage of our websites increased, as demonstrated through an increase in average monthly revenue per recruitment package customer of approximately 3% from the year ended December 31, 2012 to the year ended December 31, 2013. Revenues for related career fairs and ClearanceJobs decreased by $732,000 for the year ended December 31, 2013 as compared to the same period in 2012. This decrease was attributed to the slow-growth environment due in part to sequestration.

The Finance segment experienced a decline in revenue of $3.4 million, or 8.8%. The decrease was the result of continued declines in recruitment activity, beginning in the second half of 2011, and continuing through 2013, primarily due to the global economic slowdown including the European debt crisis and a recession in the United Kingdom causing companies to slow hiring, decreasing demand for our product. Currency impact for the year ended December 31, 2013 decreased revenue by approximately $385,000. In originating currency, revenue decreased 13% in Continental Europe, 9% in the UK, 6% in North America, and 2% in the Asia Pacific region.

Revenues for the Energy segment totaled $23.5 million for the year ended December 31, 2013, an increase of $3.6 million or 18.3% from the comparable 2012 period. The increase was primarily a result of increased usage of our career center and our advertising products, as well as an increase in events revenue due to a biennial industry event that occurred in the current period.

The Healthcare segment, consisting of HEALTHeCAREERS, BioSpace and Health Callings, increased revenue by $3.1 million or 123.1%. The acquisitions of HEALTHeCAREERS and BioSpace on November 7, 2013 provided the increase.

Revenues for the Hospitality segment, which includes Hcareers, increased by $1.4 million. Hcareers was acquired on November 7, 2013.

Revenues from the Corporate & Other segment, which consists of revenue from Slashdot Media and WorkDigital, increased by $10.7 million or 195.7%. Slashdot Media was acquired on September 17, 2012. A full year of Slashdot Media revenue in 2013 contributed $10.5 million of the increase.

Cost of Revenues

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Cost of revenues	$23,429	$15,687	$7,742	49.4 %
Percentage of revenues	11.0 %	8.0 %		

Our cost of revenues for the year ended December 31, 2013 was $23.4 million compared to $15.7 million for the same period in 2012, an increase of $7.7 million, or 49.4%. The Corporate & Other segment experienced an increase in cost of revenues of $4.4 million compared to the same period in 2012 primarily relating to the acquisition of Slashdot Media. The Tech & Clearance segment experienced an increase of $1.7 million primarily due to our investment in an integrated enterprise platform of approximately $1.4 million, including software and the related personnel and consulting services to drive this initiative. The Healthcare segment increased $1.0 million due to the acquisitions of HEALTHeCAREERS and BioSpace. The Hospitality segment increased $366,000 due to the acquisition of Hcareers.

Product Development Expenses

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Product Development	$22,437	$16,225	$6,212	38.3 %
Percentage of revenues	10.5 %	8.3 %		

Product development expenses for the year ended December 31, 2013 were $22.4 million compared to $16.2 million for the same period in 2012, an increase of $6.2 million or 38.3%. The Corporate & Other segment experienced an increase of $3.8 million of which the acquisitions of Slashdot Media and Work Digital contributed $2.6 million and $1.3 million, respectively, to the increase. An increase of $2.0 million was experienced in the Tech & Clearance segment, primarily driven by additional

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salaries and related costs for the increased number of employees. We invested in programs to create an agile development environment and expand our product base. This investment included the expansion of our staff of product management and development personnel. The Healthcare segment increased by $270,000 of which the acquisition of HEALTHeCAREERS and BioSpace contributed $430,000 to the increase, offset by a decrease in Health Callings of $161,000 primarily due to lower headcount in the year ended December 31, 2013.

Sales and Marketing Expenses

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Sales and Marketing	$68,799	$65,033	$3,766	5.8 %
Percentage of revenues	32.2 %	33.3 %		

Sales and marketing expenses for the year ended December 31, 2013 were $68.8 million compared to $65.0 million for the same period in 2012, an increase of $3.8 million or 5.8%. The Corporate & Other segment increased by $2.2 million from the comparable period in 2012 primarily due to the increase in sales cost as a result of the acquisition of Slashdot Media.

The Energy segment experienced an increase of $1.3 million in sales and marketing expenses. The increase in the Energy segment was the result of increased costs related to expanding our worldwide sales organization and incentive compensation resulting from sales growth, as well as increased marketing efforts to oil and gas professionals related to industry events.

The Tech & Clearance segment experienced a decrease in sales and marketing of $1.0 million compared to the same period in 2012 to $38.9 million. Of this decrease, $3.4 million was due to a decrease in advertising and other marketing costs at Dice.com and ClearanceJobs. The addition of the Slashdot Media business has provided traffic to the Dice.com website, allowing us to reduce our third party marketing spend on Dice.com. This decrease was offset by increased costs of $2.1 million related to the acquisition of The IT Job Board.

The Healthcare segment experienced an increase in overall sales and marketing expense of $841,000 to $4.0 million for the year ended December 31, 2013, of which the acquisition of HEALTHeCAREERs and BioSpace added $1.1 million to the increase. This increase was offset by a decrease of $221,000 related to our Health Callings service due to open positions and decreased customer marketing expenditures. The Hospitality segment sales and marketing expense increased by $783,000 due to increased costs related to the acquisition of Hcareers.

General and Administrative Expenses

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
General and administrative	$36,129	$27,163	$8,966	33.0 %
Percentage of revenues	16.9 %	13.9 %		

General and administrative expenses for the year ended December 31, 2013 were $36.1 million compared to $27.2 million for the same period in 2012, an increase of $9.0 million or 33.0%.

Stock-based compensation expense was $8.1 million, an increase of $2.0 million compared to the same period in 2012. The increase was due to the annual grant of equity awards made in the first quarter of 2013.

General and administrative expense for the Tech & Clearance segment increased $3.1 million in the year ended December 31, 2013, as compared to the same period in 2012 due to increases in employee-related expenses and recruitment costs of approximately $2.1 million. The remaining increase of approximately $1.0 million at the Tech & Clearance segment was due to costs related to The IT Job Board business. The Corporate & Other segment increase of $2.1 million was primarily attributable to corporate costs related to the onTargetjobs acquisition, search fees, employee-related expenses, legal fees and costs associated with the New York office relocation. The remaining increase at the Corporate & Other segment was attributable to an increase of $757,000 of costs related to Slashdot Media, partially offset by a decrease of $530,000 related to ending a specific product initiative. The Hospitality and Healthcare segments increased by $791,000 and $691,000 due to the acquisitions of Hcareers and HEALTHeCAREERS and BioSpace, respectively.

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Depreciation

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Depreciation	$8,065	$5,657	$2,408	42.6 %
Percentage of revenues	3.8 %	2.9 %		

Depreciation expense for the year ended December 31, 2013 was $8.1 million compared to $5.7 million for the same period of 2012, an increase of $2.4 million or 42.6%. The increase was primarily related to the addition of Slashdot Media and onTargetJobs assets, which increased depreciation expense by $967,000 and $510,000, respectively. The remaining increase in depreciation was the result of other capital additions to hardware, software, and web development costs in the Tech & Clearance segment.

Amortization of Intangible Assets

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Amortization	$9,336	$6,654	$2,682	40.3 %
Percentage of revenues	4.4 %	3.4 %		

Amortization expense for the year ended December 31, 2013 was $9.3 million compared to $6.7 million for the same period in 2012, an increase of $2.7 million or 40.3%. Amortization expense for the year ended December 31, 2013 increased due to The IT Job Board, onTargetjobs, Slashdot Media, WorkDigital, and FINS.com acquisitions. This increase was offset by decreased amortization expense due to certain intangible assets from the Health Callings, Rigzone and Worldwideworker acquisitions becoming fully amortized.

Impairment of goodwill

The goodwill of $6.3 million related to Slashdot Media was written off in the fourth quarter of 2013 as a result of the decline in the financial performance of the business and expectations of future performance in line with 2013 results. The fair value of this reporting unit was determined by a discounted cash flow methodology.

During the fourth quarter of 2013, we determined that the goodwill at Health Callings' reporting unit was impaired. The fair value of this reporting unit was determined by a discounted cash flow methodology. Cash flow projections for this reporting unit decreased significantly during the fourth quarter of 2013 due to the acquisition of the healthcare recruiting website, HEALTHeCAREERS, from onTargetjobs. As a result, $1.4 million was recorded for the impairment of goodwill.

Impairment of intangible and fixed assets

The unamortized intangible assets of $7.2 million related to Slashdot Media were written off in the fourth quarter of 2013 as a result of the decline in the financial performance of the business and expectations of future performance in line with 2013 results. Fixed assets of $916,000 related to Slashdot Media and Health Callings were written off in the fourth quarter of 2013. These fixed assets consisted of website development costs, which were determined to have no future value.

Change in Acquisition Related Contingencies

The change in acquisition related contingencies was an expense of $197,000 for the year ended December 31, 2013 due to The IT Job Board and WorkDigital acquisitions, compared to $48,000 of expense in the prior year period due to the WorkDigital acquisition. In October 2013, a payment of $5.0 million related to the WorkDigital acquisition was made to the seller. In January 2014, a payment of $820,000 related to The IT Job Board was made to the seller. We expect deferred purchase price payments totaling $5.0 million to be made for the WorkDigital acquisition in October 2014 and payments totaling $4.0 million by January 2015 related to The IT Job Board.

Operating Income

Operating income for the year ended December 31, 2013 was $29.2 million compared to $58.9 million for the same period in 2012, a decrease of $29.7 million or 50.4%. The decrease was the result of higher operating costs, primarily related to

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the expenses of the new businesses of Slashdot Media, onTargetjobs, The IT Job Board and WorkDigital. In addition, the write off of goodwill and intangible and fixed assets of Slashdot Media and Health Callings contributed to the decrease.

Interest Expense

	Year Ended December 31, 2013	2012	Increase	Percent Change
	(in thousands, except percentages)			
Interest expense	$1,906	$1,314	$592	45.1 %
Percentage of revenues	0.9 %	0.7 %		

Interest expense for the year ended December 31, 2013 was $1.9 million compared to $1.3 million for the same period in 2012, an increase of $592,000 or 45.1%. The weighted-average debt outstanding was higher in the year ended December 31, 2013 as compared to the same period in 2012.

Write off of Deferred Financing Costs

Unamortized deferred financing costs from the prior agreement of $765,000 were written off in the year ended December 31, 2012, increasing interest expense.

Income Taxes

	Year Ended December 31, 2013	2012
	(in thousands, except percentages)	
Income before income taxes	$27,295	$56,838
Income tax expense	11,049	18,751
Effective tax rate	40.5 %	33.0 %

The effective income tax rate was 40.5% and 33.0% for the year ended December 31, 2013 and December 31, 2012, respectively. The accrual for unrecognized tax benefits increased by $116,000 in 2013 compared to a $1.4 million decrease in 2012. The effective state tax rate increased because of state law changes which affected our apportionment methodology. The effective rate also increased because of a mix in the allocation of income between the U.S. and other jurisdictions.

A reconciliation of the federal statutory tax rate to the effective tax rate on continuing operations applicable to income before income tax expense follows:

	Year Ended December 31, 2013	2012
Federal statutory rate	35.0 %	35.0 %
Tax effect of permanent items	0.8 %	0.4 %
State taxes, net of federal effect	4.0 %	1.4 %
Difference between foreign and U.S. rates	(0.5)%	(1.7)%
Change in unrecognized tax benefits	1.1 %	(2.4)%
Other	0.1 %	0.3 %
Effective tax rate	40.5 %	33.0 %

Earnings per Share

Basic earnings per share was $0.29 and $0.62 for the year ended December 31, 2013 and December 31, 2012, respectively, a decrease of $0.33 or 53%. Diluted earnings per share was $0.27 and $0.59, respectively, a decrease of $0.32 or 54.2%. The decreases were primarily due to a decrease in net income, partially offset by decreased weighted-average shares outstanding due to stock repurchases.

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Comparison of Years Ended December 31, 2012 and 2011

Revenues

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
Tech & Clearance	$129,185	$116,406	$12,779	11.0 %
Finance	38,373	44,970	(6,597)	(14.7)%
Energy	19,865	15,936	3,929	24.7 %
Healthcare	2,493	1,818	675	37.1 %
Corporate & Other	5,447	—	5,447	— %
Total revenues	$195,363	$179,130	$16,233	9.1 %

Our revenues were $195.4 million for the year ended December 31, 2012 compared to $179.1 million for the same period in 2011, an increase of $16.2 million, or 9.1%.

We experienced an increase in the Tech & Clearance segment of $12.8 million, or 11.0%. The increase was partially a result of our recruitment package customers increasing from approximately 8,100 at December 31, 2011 to approximately 8,400 at December 31, 2012. In addition, our customers' usage of our websites increased, as demonstrated through an increase in average monthly revenue per recruitment package customer of approximately 5% from the year ended December 31, 2011 to the year ended December 31, 2012. Customer yield on annual contracts at Dice.com has continued to increase, reaching record revenue per customer in the current period. Revenues increased at ClearanceJobs by $1.1 million for the year ended December 31, 2012 as compared to the same period in 2011, an increase of nearly 13%. ClearanceJobs has continued to increase the number of customers served.

The Finance segment experienced a decline in revenue of $6.6 million, or 14.7%. The decrease was the result of continued declines in recruitment activity, beginning in the second half of 2011, primarily due to the global economic slowdown including the European debt crisis and a recession in the United Kingdom causing companies to slow hiring, decreasing demand for our product. Currency impact for the year ended December 31, 2012 decreased revenue by approximately $400,000. In originating currency, revenue decreased 28% in Continental Europe, 14% in the UK, 7% in the Asia Pacific region, and 6% in North America, from the comparable period in 2011.

Revenues for the Energy segment totaled $19.9 million for the year ended December 31, 2012, an increase of $3.9 million or 24.7% from the comparable 2011 period. The increase was primarily a result of continued global customer growth and increased usage of our career center, as well as increased advertising revenue. During 2012, we expanded our marketing programs and nearly doubled our sales force, which contributed to our strong revenue growth.

The Healthcare segment, which includes Health Callings, increased by $675,000 due to customer growth driven by our product enhancements and direct marketing efforts.

Revenues from the Corporate & Other segment, which consists of Slashdot Media, increased by $5.4 million. The acquisition of Slashdot Media on September 17, 2012 contributed revenues of $5.4 million for the year ended December 31, 2012.

Cost of Revenues

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
Cost of revenues	$15,687	$13,024	$2,663	20.4 %
Percentage of revenues	8.0 %	7.3 %		

Our cost of revenues for the year ended December 31, 2012 was $15.7 million compared to $13.0 million for the same period in 2011, an increase of $2.7 million, or 20.4%. The Corporate & Other segment experienced an increase in cost of revenues of $1.5 million compared to the same period in 2011, primarily due to the acquisition of Slashdot Media. The Tech & Clearance segment experienced an increase of $747,000 due to our investment in planning for an integrated business systems platform of approximately $480,000, including the related personnel and consulting services to drive this initiative. The Energy

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segment increased $263,000 due to an increase in salaries and related costs for customer service personnel, offset by a lower cost of recruitment events. The Finance segment experienced an increase of $130,000, primarily due to increased site hosting costs for the FINS.com site.

Product Development Expenses

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
Product Development	$16,225	$10,316	$5,909	57.3 %
Percentage of revenues	8.3 %	5.8 %		

Product development expenses for the year ended December 31, 2012 were $16.2 million compared to $10.3 million for the same period in 2011, an increase of $5.9 million or 57.3%. An increase of $3.9 million was experienced in the Corporate & Other segment of which the acquisition of Slashdot Media contributed $2.1 million to the increase. The remaining $1.8 million increase in the Corporate & Other segment, an increase in the Tech & Clearance segment of $665,000, and an increase in the Energy segment of $426,000 was driven by additional salaries and related costs, as well as increases in consulting services. In addition, the Finance segment experienced an increase of $719,000 related to development of our websites, as well as increased spend on website content. We continue to enhance the user features and functionality and security of our websites across all brands.

Sales and Marketing Expenses

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
Sales and Marketing	$65,033	$59,111	$5,922	10.0 %
Percentage of revenues	33.3 %	33.0 %		

Sales and marketing expenses for the year ended December 31, 2012 were $65.0 million compared to $59.1 million for the same period in 2011, an increase of $5.9 million or 10.0%. The Tech & Clearance segment experienced an increase in sales and marketing of $3.2 million compared to the same period in 2011 to $40.0 million. This increase was primarily due to an increase in advertising and other marketing costs, due to increased spend for our online advertising, email and social network campaigns, as well as various advertising programs focused on specific geographical markets. To increase usage of our sites by customers and professionals, we use a combination of marketing and improvements to our websites features and functionality.

The Energy segment experienced an increase of $2.5 million in sales and marketing expenses. The increase in the Energy segment was the result of increased costs related to expanding our worldwide sales organization, including incentive compensation resulting from sales growth, as well as marketing to oil and gas professionals and customer advertising spend.

The Finance segment experienced a decrease in overall sales and marketing expense of $1.5 million to $14.6 million for the year ended December 31, 2012, primarily due to lower incentive compensation attributable to lower sales performance during 2012 and lower marketing expenditures.

The Corporate & Other segment increased by $1.3 million from the year ended December 31, 2011 compared to the same period in 2012. The increase was primarily attributed to an increase in sales cost due to the acquisition of Slashdot Media.

The Healthcare segment experienced an increase of $344,000 related to our Health Callings service, as we have increased the number of sales personnel and advertising to drive user and customer growth.

General and Administrative Expenses

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
General and administrative	$27,163	$23,804	$3,359	14.1 %
Percentage of revenues	13.9 %	13.3 %		

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General and administrative expenses for the year ended December 31, 2012 were $27.2 million compared to $23.8 million for the same period in 2011, an increase of $3.4 million or 14.1%.
Stock-based compensation expense was $6.1 million, an increase of $1.4 million compared to the same period in 2011. The increase was due to the annual grant of equity awards made in the first quarter of 2012.
General and administrative expense for the Corporate & Other segment increased $826,000 in the year ended December 31, 2012, as compared to the same period in 2011 due to increases in employee-related expenses and recruitment costs. The Finance segment increase of $763,000 was attributable to costs associated with the London office relocation.

Depreciation

	Year Ended December 31, 2012	2011	Increase	Percent Change
	(in thousands, except percentages)			
Depreciation	$5,657	$4,739	$918	19.4 %
Percentage of revenues	2.9 %	2.6 %		

Depreciation expense for the year ended December 31, 2012 was $5.7 million compared to $4.7 million for the same period of 2011, an increase of $918,000 or 19.4%. The increase was primarily related to increased depreciation on assets purchased for a data center conversion that occurred in the third quarter of 2011, as well as the addition of Slashdot Media assets and related depreciation and other capital additions to hardware, software, and web development costs at the Tech & Clearance segment.

Amortization of Intangible Assets

	Year Ended December 31, 2012	2011	Decrease	Percent Change
	(in thousands, except percentages)			
Amortization	$6,654	$10,062	$(3,408)	(33.9)%
Percentage of revenues	3.4 %	5.6 %		

Amortization expense for the year ended December 31, 2012 was $6.7 million compared to $10.1 million for the same period in 2011, a decrease of $3.4 million or 33.9%. Amortization expense for the year ended December 31, 2012 decreased due to certain intangible assets from the eFinancialCareers, Health Callings, Rigzone and Worldwideworker acquisitions becoming fully amortized, partially offset by amortization expense related to the Slashdot Media, WorkDigital, and FINS.com acquisitions.

Change in Acquisition Related Contingencies

The change in acquisition related contingencies was an expense of $48,000 for the year ended December 31, 2012 due to the WorkDigital acquisition, compared to $3.1 million of expense in the prior year period. In February 2012, a payment of $1.6 million related to the WorldwideWorker acquisition was made to the seller. As of December 31, 2012, all earn-out payments from the WorldwideWorker and Rigzone acquisitions have been made. We expect deferred purchase price payments totaling $10.0 million to be made for the WorkDigital acquisition over the next two years.

Operating Income

Operating income for the year ended December 31, 2012 was $58.9 million compared to $54.9 million for the same period in 2011, an increase of $4.0 million or 7.2%. The increase was primarily the result of the increase in revenues from the Tech & Clearance and Energy segments, lower acquisition contingency expense in the current period, and lower amortization expense. These factors were partially offset by higher operating costs in all areas of the business, most notably product development and marketing.

Interest Expense

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	Year Ended December 31, 2012	2011	Decrease	Percent Change
	(in thousands, except percentages)			
Interest expense	$1,314	$1,446	$(132)	(9.1)%
Percentage of revenues	0.7%	0.8%		

Interest expense for the year ended December 31, 2012 was $1.3 million compared to $1.4 million for the same period in 2011, a decrease of $132,000 or 9.1%. This decrease was due to the refinancing of the previous credit facility to a $155 million revolving credit facility in the second quarter 2012.

Write off of Deferred Financing Costs

Unamortized deferred financing costs from the prior credit agreement of $765,000 were written off, increasing interest expense.

Income Taxes

	Year Ended December 31, 2012	2011
	(in thousands, except percentages)	
Income before income taxes	$56,838	$53,489
Income tax expense	18,751	19,389
Effective tax rate	33.0%	36.2%

The effective income tax rate was 33.0% and 36.2% for the year ended December 31, 2012 and December 31, 2011, respectively. The accrual for unrecognized tax benefits decreased by $1.4 million in 2012 compared to a $525,000 decrease in 2011. These decreases occurred because of the expiration of the statute of limitations in both periods. The rate was also lower in the current period due to a decrease in permanent differences for acquisition-related contingencies.

A reconciliation of the federal statutory tax rate to the effective tax rate on continuing operations applicable to income before income tax expense follows:

	Year Ended December 31, 2012	2011
Federal statutory rate	35.0%	35.0%
Tax effect of permanent items	0.4%	2.8%
State taxes, net of federal effect	1.4%	1.7%
Difference between foreign and U.S. rates	(1.7)%	(2.5)%
Change in unrecognized tax benefits	(2.4)%	(1.0)%
Other	0.3%	0.2%
Effective tax rate	33.0%	36.2%

Liquidity and Capital Resources

Non-GAAP Measures

We have provided certain non-GAAP financial information as additional information for our operating results. These measures are not in accordance with, or an alternative for measures in accordance with GAAP and may be different from similarly titled non-GAAP measures reported by other companies. We believe the presentation of non-GAAP measures, such as Adjusted EBITDA, and free cash flow, provides useful information to management and investors regarding certain financial and business trends relating to our financial condition and results of operations.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP metric used by management to measure operating performance. Management uses Adjusted EBITDA as a performance measure for internal monitoring and planning, including preparation of annual budgets, analyzing investment decisions and evaluating profitability and performance comparisons between us and our competitors. We also use this measure to calculate amounts of performance based compensation under the senior management incentive bonus program. Adjusted EBITDA, as defined in our Credit Agreement, represents net income plus (to the extent deducted in calculating such net income) interest expense, income tax expense, depreciation and amortization, non-cash stock option expenses, losses resulting from certain dispositions outside the ordinary course of business, certain writeoffs in connection with indebtedness, impairment charges with respect to long-lived assets, expenses incurred in connection with an equity offering, extraordinary or non-recurring non-cash expenses or losses, transaction costs in connection with the Credit Agreement up to $250,000, deferred revenues written off in connection with acquisition purchase accounting adjustments, writeoff of non-cash stock compensation expense, and business interruption insurance proceeds, minus (to the extent included in calculating such net income) non-cash income or gains, interest income, and any income or gain resulting from certain dispositions outside the ordinary course of business.

We also consider Adjusted EBITDA, as defined above, to be an important indicator to investors because it provides information related to our ability to provide cash flows to meet future debt service, capital expenditures and working capital requirements and to fund future growth as well as to monitor compliance with financial covenants. We present Adjusted EBITDA as a supplemental performance measure because we believe that this measure provides our board of directors, management and investors with additional information to measure our performance, provide comparisons from period to period and company to company by excluding potential differences caused by variations in capital structures (affecting interest expense) and tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and to estimate our value.

We present Adjusted EBITDA because covenants in our Credit Agreement contain ratios based on this measure. Our Credit Agreement is material to us because it is one of our primary sources of liquidity. If our Adjusted EBITDA were to decline below certain levels, covenants in our Credit Agreement that are based on Adjusted EBITDA may be violated and could cause a default and acceleration of payment obligations under our Credit Agreement. See Item 8 “Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements,” Note 8 for additional information on the covenants for our Credit Agreement.

Adjusted EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our profitability or liquidity.

We understand that although Adjusted EBITDA is frequently used by securities analysts, lenders and others in their evaluation of companies, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our liquidity or results as reported under GAAP. Some limitations are:

- Adjusted EBITDA does not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments on your debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized often will have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

To compensate for these limitations, management evaluates our liquidity by considering the economic effect of excluded expense items independently, as well as in connection with its analysis of cash flows from operations and through the use of other financial measures, such as capital expenditure budget variances, investment spending levels and return on capital analysis.

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A reconciliation of Adjusted EBITDA for the years ending December 31, 2013, 2012 and 2011 (in thousands) follows:

	Year Ended December 31,		
	2013	2012	2011
Reconciliation of Net Income to Adjusted EBITDA:			
Net income	$16,246	$38,087	$34,100
Interest expense	1,906	1,314	1,446
Deferred financing cost write-off	—	765	—
Interest income	(30)	(83)	(112)
Income tax expense	11,049	18,751	19,389
Depreciation	8,065	5,657	4,739
Amortization of intangible assets	9,336	6,654	10,062
Change in acquisition related contingencies	197	48	3,127
Impairment of goodwill	7,728	—	—
Non-cash stock compensation expense	8,131	6,130	4,676
Deferred revenue adjustment	1,773	—	—
Impairment of intangible and fixed assets	8,156	—	—
Other	35	62	124
Adjusted EBITDA	$72,592	$77,385	$77,551
Reconciliation of Operating Cash Flows to Adjusted EBITDA:			
Net cash provided by operating activities	$49,365	$54,661	$64,494
Interest expense	1,906	1,314	1,446
Amortization of deferred financing costs	(264)	(315)	(461)
Interest income	(30)	(83)	(112)
Income tax expense	11,049	18,751	19,389
Deferred income taxes	7,482	4,406	474
Change in accrual for unrecognized tax benefits	(116)	1,367	525
Change in accounts receivable	1,438	3,253	3,730
Change in deferred revenue	(2,378)	(5,581)	(11,672)
Payment of Rigzone acquisition contingency	—	—	4,660
Deferred revenue adjustment	1,773	—	—
Changes in working capital and other	2,367	(388)	(4,922)
Adjusted EBITDA	$72,592	$77,385	$77,551

Free Cash Flow

We define free cash flow as net cash provided by operating activities adding back the portion of payment of Rigzone acquisition contingency included in operating activities on the cash flows statement minus capital expenditures. We believe free cash flow is an important non-GAAP measure for management and investors as it provides useful cash flow information regarding our ability to service, incur or pay down indebtedness or repurchase our common stock. We use free cash flow as a measure to reflect cash available to service our debt as well as to fund our expenditures. A limitation of using free cash flow versus the GAAP measure of net cash provided by operating activities is free cash flow does not represent the total increase or decrease in the cash balance from operations for the period since it includes cash used for capital expenditures during the period and is adjusted for acquisition related payments within operating cash flows.

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We have summarized our free cash flow for the years ended December 31, 2013, 2012 and 2011 (in thousands).

	Year Ended December 31,		
	2013	2012	2011
Net cash provided by operating activities	$49,365	$54,661	$64,494
Add: Portion of payment of Rigzone acquisition contingency included in operating activities	—	—	4,660
Purchases of fixed assets	(10,555)	(5,902)	(7,776)
Free cash flow	$38,810	$48,759	$61,378

Cash Flows

We have summarized our cash flows for the years ended December 31, 2013, 2012 and 2011 (in thousands).

	Year Ended December 31,		
	2013	2012	2011
Cash from operating activities	$49,365	$54,661	$64,494
Cash from investing activities	(66,967)	(33,939)	(10,614)
Cash from financing activities	16,439	(36,829)	(41,595)

We have financed our operations primarily through cash provided by operating activities. At December 31, 2013, we had cash, cash equivalents and investments of $39.4 million compared to $42.2 million at December 31, 2012. Investments are comprised of highly liquid debt instruments of the U.S. government and government agencies and certificates of deposit. Cash and cash equivalents held in non-U.S. jurisdictions totaled approximately $32.2 million at December 31, 2013. This cash is indefinitely reinvested in those jurisdictions. Cash balances and cash generation in the United States, along with the unused portion of our revolving credit facility, is sufficient to maintain liquidity and meet our obligations without being dependent on our foreign cash and earnings.

Liquidity

Our principal internal sources of liquidity are cash, cash equivalents and investments, as well as the cash flow that we generate from our operations. In addition, externally, we had $131.0 million in borrowing capacity under our Credit Agreement at December 31, 2013. We believe that our existing cash, cash equivalents, investments, cash generated from operations and available borrowings under our Credit Agreement will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months and the foreseeable future thereafter. However, it is possible that one or more lenders under the revolving portion of the Credit Agreement may refuse or be unable to satisfy their commitment to lend to us or we may need to refinance our debt and be unable to do so. In addition, our liquidity could be negatively affected by a decrease in demand for our products and services. We may also make acquisitions and may need to raise additional capital through future debt financings or equity offerings to the extent necessary to fund such acquisitions, which we may not be able to do on a timely basis or on terms satisfactory to us or at all.

Comparison of Years Ended December 31, 2013 and 2012

Operating Activities

Net cash from operating activities primarily consists of net income adjusted for certain non-cash items, including depreciation, amortization, changes in deferred tax assets and liabilities, stock based compensation, impairment of goodwill and intangible assets, and the effect of changes in working capital. Net cash provided by operating activities was $49.4 million and $54.7 million for the years ended December 31, 2013 and 2012, respectively. The cash provided by operating activities during the 2013 period decreased primarily due to a slow down in sales. Cash inflow from operations is dependent on the amount and timing of billings and cash collection from our customers. Additionally, the timing of tax payments impacted cash flow from operations.

Investing Activities

During the year ended December 31, 2013, cash used by investing activities was $67.0 million compared to cash used of $33.9 million in the year ended December 31, 2012. Cash used by investing activities in the year ended December 31, 2013 was primarily attributable to the $58.6 million in cash used to purchase the businesses of onTargetjobs and The IT Job Board.

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Cash used by investing activities in the year ended December 31, 2012 was primarily attributable to the $30.8 million used to purchase Slashdot Media assets and the WorkDigital acquisition.

Financing Activities

Cash used for financing activities during the years ended December 31, 2013 and 2012 was $16.4 million and $36.8 million, respectively. The cash provided during the current period was primarily due to $103.0 million in proceeds from long-term debt, partially offset by $55.7 million of payments to repurchase the Company's common stock and $30.0 million used in repayment of long-term debt. During the year ended December 31, 2012, the cash used was primarily due to $68.2 million of payments to repurchase the Company's common stock and $23.5 million used in repayment of long-term debt, partially offset by $54.5 million in proceeds from long-term debt.

Comparison of Years Ended December 31, 2012 and 2011

Operating Activities

Net cash from operating activities primarily consists of net income adjusted for certain non-cash items, including depreciation, amortization, changes in deferred tax assets and liabilities, stock based compensation, and the effect of changes in working capital. Net cash provided by operating activities was $54.7 million and $64.5 million for the years ended December 31, 2012 and 2011, respectively. The cash provided by operating activities during these periods decreased primarily due to a slow down in sales beginning in the second quarter of 2012 compared to 2011. Cash inflow from operations is dependent on the amount and timing of billings and cash collection from our customers. Additionally, the timing of tax payments impacted cash flow from operations.

Investing Activities

During the year ended December 31, 2012, cash used by investing activities was $33.9 million compared to cash used of $10.6 million in the year ended December 31, 2011. Cash used by investing activities in the year ended December 31, 2012 was primarily attributable to the $30.8 million used to purchase Slashdot Media assets and the WorkDigital acquisition. Cash used by investing activities in the year ended December 31, 2011 was primarily attributable to $7.8 million of cash used to purchase fixed assets and $5.0 million for purchases of investments, partially offset by a net amount of $2.2 million of sales of investments.

Financing Activities

Cash used for financing activities during the years ended December 31, 2012 and 2011 was $36.8 million and $41.6 million, respectively. The cash used during the current period was primarily due to $68.2 million of payments to repurchase the Company's common stock and $23.5 million used in repayment of long-term debt, partially offset by $54.5 million in proceeds from long-term debt. During the year ended December 31, 2011, the cash used was primarily due to $26.0 million of debt payments, $19.5 million of payments to repurchase the Company's stock, and payment of acquisition related contingencies of $8.3 million, partially offset by cash inflows from the excess tax benefit from stock options exercised of $7.8 million and stock option exercises of $4.6 million. The offering of common stock during February 2011 had no net financing cash flow impact on the Company as proceeds received were used to purchase shares of common stock from certain members of our management and board of directors related to option exercises, which purchases resulted in treasury stock being held by the Company.

Financings and Capital Requirements

Credit Agreement

In October 2013, we entered into a new Credit Agreement, which provides for a $50.0 million term loan facility and a revolving loan facility of $200.0 million, with both facilities maturing in October 2018. The Company borrowed $65.0 million under the new Credit Agreement to repay in full all outstanding indebtedness under the previously existing credit facility dated June 2012, terminating that facility. A portion of the proceeds was also used to pay certain costs associated with the Credit Agreement and for working capital purposes.

Borrowings under the Credit Agreement bear interest, at the Company's option, at a LIBOR rate or base rate plus a margin. The margin ranges from 1.75% to 2.50% on LIBOR loans and 0.75% to 1.50% on base rate loans, determined by the Company's most recent consolidated leverage ratio.

Quarterly payments of principal are required on the term loan facility, commencing in the first quarter of 2014. The facilities may be prepaid at any time without penalty and payments on the term loan facility result in a permanent reduction.

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The Credit Agreement contains various customary affirmative and negative covenants and also contains certain financial covenants, including a consolidated leverage ratio and a consolidated interest coverage ratio. As of December 31, 2013, our consolidated leverage ratio was 1.56 to 1.0 and was required to be less than 3.0 to 1.0. Our consolidated interest coverage ratio was 26.2 to 1.0 and was required to be greater than 3.5 to 1.0. Negative covenants include restrictions on incurring certain liens; making certain payments, such as stock repurchases and dividend payments; making certain investments; making certain acquisitions; and incurring additional indebtedness. Restricted payments are allowed under the Credit Agreement to the extent the consolidated leverage ratio, calculated on a pro forma basis, is equal to or less than 2.0 to 1.0, plus an additional $5.0 million of restricted payments. The Credit Agreement also provides that the payment of obligations may be accelerated upon the occurrence of customary events of default, including, but not limited to, non-payment, change of control, or insolvency. As of December 31, 2013, the Company was in compliance with all of the financial covenants under the Credit Agreement. Refer to Note 8 in the Notes to the Consolidated Financial Statements included in Item 8 of this Form 10-K.

Offerings of Stock

In December 2010, February 2011, and May 2011, we completed offerings of our common stock. We used the proceeds from the offerings in December 2010 and February 2011 to purchase shares of our common stock from certain current and former members of our management and board of directors. The purchase of these shares resulted in 868,524 shares and 1,075,633 shares of treasury stock being held by the Company, respectively. We did not receive any proceeds from the sale of shares by the selling stockholders.

In October 2013, we filed a registration statement on Form S-3 (File No. 333-191962) with the SEC, as amended by Amendment No. 1 to Form S-3 dated December 13, 2013, that allows the Company to offer, from time to time, up to an aggregate of 50,000,000 shares of the Company’s common stock or preferred stock, or any combination thereof, in one or more offerings in amounts, at prices and on terms that DHI determines at the time of the offering. In addition, the selling stockholders may offer, from time to time and in one or more offerings, up to 21,543,135 shares of the Company’s common stock. On January 7, 2014, the Company’s registration statement was declared effective.

Other Capital Requirements

We anticipate capital expenditures in 2014 to be approximately $9 to $11 million. We intend to use operating cash flows to fund capital expenditures.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Commitments and Contingencies

The following table presents certain minimum payments due and the estimated timing under contractual obligations with minimum firm commitments as of December 31, 2013:

	Payments due by period				
	Total	Less Than 1 Year	2-3 Years	4-5 Years	More Than 5 Years
	(in thousands)				
Credit Agreement - term loan facility	$50,000	$2,500	$7,500	$40,000	$—
Operating lease obligations	24,994	4,159	6,259	5,385	9,191
Total contractual obligations	$74,994	$6,659	$13,759	$45,385	$9,191

We make commitments to purchase advertising from online vendors which we pay for on a monthly basis. We have no significant long-term obligations to purchase a fixed or minimum amount with these vendors.

Our principal commitments consist of obligations under operating leases for office space and equipment and long-term debt. During 2012 we entered into a lease for office space in London to replace existing office space. As of December 31, 2013, we had $50.0 million outstanding under our Credit Agreement. Interest payments are due quarterly or at varying, specified periods (to a maximum of three months) based on the type of loan (LIBOR or base rate loan) we choose. See Note 8 “Indebtedness” in our consolidated financial statements for additional information related to our credit facility.

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Future interest payments on our Credit Agreement are variable due to our interest rate being based on a LIBOR rate or a base rate. Assuming an interest rate of 2.19% (the rate in effect on December 31, 2013) on our current borrowings, interest payments are expected to be $6.2 million for 2014-2015, $5.8 million in 2016-2017, and $2.5 million in 2018. We have a contingent payment of $5.0 million related to the WorkDigital acquisition that is expected to be paid in October 2014 based on delivery of certain products and achievement of certain milestones. We also have payments totaling $4.0 million to be paid by January 2015 related to The IT Job Board acquisition based on achievement of certain financial measures.

As of December 31, 2013, we recorded approximately $2.6 million of unrecognized tax benefits as liabilities, and we are uncertain as to if or when such amounts may be settled. Related to the unrecognized tax benefits considered permanent differences, we have also recorded a liability for potential penalties and interest. Included in the balance of unrecognized tax benefits at December 31, 2013 are $2.6 million of tax benefits that if recognized, would affect the effective tax rate. The Company believes it is reasonably possible that as much as approximately $148,000 of its unrecognized tax benefits may be recognized by the end of 2014 as a result of a lapse of the statute of limitations.

Recent Accounting Pronouncements

For a discussion of new accounting pronouncements affecting the Company, refer to Note 2 of Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We have exposure to financial market risks, including changes in foreign currency exchange rates, interest rates, and other relevant market prices.

Foreign Exchange Risk

We conduct business serving 19 markets, in three languages mainly across Europe, Asia, Australia, and North America using the eFinancialCareers name. Rigzone, Slashdot Media, The IT Job Board and onTargetjobs also conduct business outside the United States. For the years ended December 31, 2013 and 2012, approximately 21% and 20% of our revenues, respectively, were earned outside the U.S. and collected in local currency. We are subject to risk for exchange rate fluctuations between such local currencies and the pound sterling and between local currencies and the U.S. dollar and the subsequent translation of the pound sterling to U.S. dollars. We currently do not hedge currency risk. A decrease in foreign exchange rates during a period would result in decreased amounts reported in our Consolidated Balance Sheets, Consolidated Statements of Operations, Comprehensive Income, and of Cash Flows. For example, if foreign exchange rates between the pound sterling and U.S. dollar decreased by 1.0%, the impact on our revenues during 2013 would have been a decrease of approximately $330,000.

The financial statements of our non-U.S. subsidiaries are translated into U.S. dollars using current exchange rates, with gains or losses included in the cumulative translation adjustment account, which is a component of stockholders' equity. As of December 31, 2013 and December 31, 2012, our translation adjustment, net of tax, decreased stockholders' equity by $6.1 million and $9.3 million, respectively. The change from December 31, 2012 to December 31, 2013 is primarily attributable to the position of the U.S. dollar against the pound sterling.

Interest Rate Risk

We have interest rate risk primarily related to borrowings under our Credit Agreement. Borrowings under our Credit Agreement bear interest, at our option, at a LIBOR rate or base rate plus a margin. The margin ranges from 1.75% to 2.50% on the LIBOR loans and 0.75% to 1.50% on the base rate, as determined by our most recent consolidated leverage ratio. As of December 31, 2013, we had outstanding borrowings of $50.0 million under our Credit Agreement. If interest rates increased by 1.0%, interest expense in 2014 on our current borrowings would increase by approximately $1.2 million.

We also have interest rate risk related to our portfolio of investments and money market accounts. Our investments and money market accounts will produce less income than expected if market interest rates fall.

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Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Dice Holdings, Inc.
New York, New York

We have audited the accompanying consolidated balance sheets of Dice Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Dice Holdings, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 14, 2014 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Des Moines, Iowa
February 14, 2014

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DICE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
As of December 31, 2013 and 2012
(in thousands, except per share data)

	December 31, 2013	December 31, 2012
ASSETS		
Current assets		
Cash and cash equivalents	$39,351	$40,013
Investments	—	2,201
Accounts receivable, net of allowance for doubtful accounts of $2,719 and $2,095	37,760	29,030
Deferred income taxes—current	1,399	1,609
Income taxes receivable	2,399	—
Prepaid and other current assets	3,739	3,084
Total current assets	84,648	75,937
Fixed assets, net	18,612	11,158
Acquired intangible assets, net	84,905	62,755
Goodwill	230,190	202,944
Deferred financing costs, net of accumulated amortization of $378 and $131	1,685	1,078
Other assets	601	358
Total assets	$420,641	$354,230
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$27,468	$16,552
Deferred revenue	77,394	69,404
Current portion of acquisition related contingencies	5,751	4,926
Current portion of long-term debt	2,500	—
Deferred income taxes—current	123	—
Income taxes payable	400	3,817
Total current liabilities	113,636	94,699
Long-term debt	116,500	46,000
Deferred income taxes—non-current	13,641	14,414
Accrual for unrecognized tax benefits	2,618	2,502
Acquisition related contingencies	4,042	4,830
Other long-term liabilities	2,392	1,147
Total liabilities	252,829	163,592
Commitments and contingencies (Note 9)		
Stockholders' equity		
Convertible preferred stock, $.01 par value, authorized 20,000 shares; no shares issued and outstanding	—	—
Common stock, $.01 par value, authorized 240,000; issued 73,414 and 71,047 shares, respectively; outstanding: 54,634 and 58,958 shares, respectively	734	710
Additional paid-in capital	309,087	294,747
Accumulated other comprehensive loss	(6,114)	(9,294)
Accumulated earnings	32,832	16,586
Treasury stock, 18,780 and 12,090 shares, respectively	(168,727)	(112,111)
Total stockholders' equity	167,812	190,638

Total liabilities and stockholders’ equity	$420,641	$354,230

See accompanying notes to the consolidated financial statements.

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DICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the years ended December 31, 2013, 2012, and 2011
(in thousands, except per share amounts)

	For the year ended December 31,		
	2013	2012	2011
Revenues	$213,482	$195,363	$179,130
Operating expenses:			
Cost of revenues	23,429	15,687	13,024
Product development	22,437	16,225	10,316
Sales and marketing	68,799	65,033	59,111
General and administrative	36,129	27,163	23,804
Depreciation	8,065	5,657	4,739
Amortization of intangible assets	9,336	6,654	10,062
Impairment of goodwill	7,728	—	—
Impairment of intangible and fixed assets	8,156	—	—
Change in acquisition related contingencies	197	48	3,127
Total operating expenses	184,276	136,467	124,183
Operating income	29,206	58,896	54,947
Interest expense	(1,906)	(1,314)	(1,446)
Deferred financing cost write-off	—	(765)	—
Interest income	30	83	112
Other expense	(35)	(62)	(124)
Income before income taxes	27,295	56,838	53,489
Income tax expense	11,049	18,751	19,389
Net income	$16,246	$38,087	$34,100
Basic earnings per share	$0.29	$0.62	$0.52
Diluted earnings per share	$0.27	$0.59	$0.49
Weighted-average basic shares outstanding	56,473	61,192	65,809
Weighted-average diluted shares outstanding	59,476	64,604	70,053

See accompanying notes to the consolidated financial statements.

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DICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2013, 2012, and 2011
(in thousands)

	For the year ended December 31,		
	2013	2012	2011
Net income	$16,246	$38,087	$34,100
Foreign currency translation adjustment	3,186	2,752	(19)
Unrealized gains (losses) on investments, net of tax of ($3), $3 and $1	(6)	6	2
Total other comprehensive income (loss)	3,180	2,758	(17)
Comprehensive income	$19,426	$40,845	$34,083

See accompanying notes to the consolidated financial statements.

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DICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended December 31, 2013, 2012, and 2011
(in thousands)

	Convertible Preferred Stock Shares Issued	Convertible Preferred Stock Amount	Common Stock Shares Issued	Common Stock Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2011	—	$—	65,952	$660	$256,246	$(11,043)	$ (55,601)	$ (12,035)	$178,227
Net income							34,100		34,100
Other comprehensive loss								(17)	(17)
Stock based compensation					4,676				4,676
Excess tax benefit over book expense from stock options exercised					7,762				7,762
Restricted stock issued			480	4					4
Restricted stock forfeited or withheld to satisfy tax obligations			(17)	—		(171)			(171)
Proceeds from sale of common stock			868	9	11,934				11,943
Purchase of treasury stock related to option exercises						(11,943)			(11,943)
Purchase of treasury stock under stock repurchase plan						(19,921)			(19,921)
Exercise of common stock options			2,081	21	4,535				4,556
Balance at December 31, 2011	—	—	69,364	694	285,153	(43,078)	(21,501)	(12,052)	209,216
Net income							38,087		38,087
Other comprehensive income								2,758	2,758
Stock based compensation					6,130				6,130
Excess tax benefit over book expense from stock options exercised					998				998
Restricted stock issued			972	9					9
Restricted stock forfeited or withheld to satisfy tax obligations			(62)	(1)		(423)			(424)
Purchase of treasury stock under stock repurchase plan						(68,610)			(68,610)
Exercise of common stock options			773	8	2,466				2,474
Balance at December 31, 2012	—	—	71,047	710	294,747	(112,111)	16,586	(9,294)	190,638

Net income							16,246		16,246
Other comprehensive income								3,180	3,180
Stock based compensation					8,131				8,131
Excess tax benefit over book expense from stock options exercised					2,868				2,868
Restricted stock issued			1,116	11					11
Restricted stock forfeited or withheld to satisfy tax obligations			(438)	(4)		(1,200)			(1,204)
Purchase of treasury stock under stock repurchase plan						(55,416)			(55,416)
Exercise of common stock options			1,689	17	3,341				3,358
Balance at December 31, 2013	—	$—	73,414	$734	$309,087	$(168,727)	$32,832	$(6,114)	$167,812

See accompanying notes to the consolidated financial statements.

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DICE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2013, 2012, and 2011
(in thousands)

	For the year ended December 31,		
	2013	2012	2011
Cash flows from operating activities:			
Net income	$16,246	$38,087	$34,100
Adjustments to reconcile net income to net cash flows from operating activities:			
Depreciation	8,065	5,657	4,739
Amortization of intangible assets	9,336	6,654	10,062
Deferred income taxes	(7,482)	(4,406)	(474)
Amortization of deferred financing costs	264	315	461
Write-off of deferred financing costs	—	765	—
Stock based compensation	8,131	6,130	4,676
Change in acquisition related contingencies	197	48	3,127
Impairment of goodwill	7,728	—	—
Impairment of intangible and fixed assets	8,156	—	—
Loss on disposal of fixed assets	319	—	—
Change in accrual for unrecognized tax benefits	116	(1,367)	(525)
Changes in operating assets and liabilities:			
Accounts receivable	(1,438)	(3,253)	(3,730)
Prepaid expenses and other assets	884	(835)	(557)
Accounts payable and accrued expenses	2,662	544	176
Income taxes receivable/payable	(6,207)	776	5,290
Deferred revenue	2,378	5,581	11,672
Payment of Rigzone acquisition contingency	—	—	(4,660)
Other, net	10	(35)	137
Net cash flows from operating activities	49,365	54,661	64,494
Cash flows from investing activities:			
Payments for acquisitions, net of cash acquired	(58,603)	(30,800)	—
Purchases of fixed assets	(10,555)	(5,902)	(7,776)
Purchases of investments	(3)	(1,744)	(4,988)
Maturities and sales of investments	2,194	4,507	2,150
Net cash flows from investing activities	(66,967)	(33,939)	(10,614)
Cash flows from financing activities:			
Payments on long-term debt	(30,000)	(23,500)	(26,000)
Proceeds from long-term debt	103,000	54,500	—
Proceeds from sale of common stock	—	—	11,943
Purchase of treasury stock related to option exercises	—	—	(11,943)
Payments under stock repurchase plan	(55,711)	(68,220)	(19,462)
Payment of acquisition related contingencies	(5,000)	(1,557)	(8,280)
Proceeds from stock option exercises	3,358	2,474	4,556
Purchase of treasury stock related to vested restricted stock	(1,204)	(423)	(171)
Excess tax benefit over book expense from stock options exercised	2,868	998	7,762
Financing costs paid	(872)	(1,101)	—
Net cash flows from financing activities	16,439	(36,829)	(41,595)
Effect of exchange rate changes	501	883	(78)

Net change in cash and cash equivalents for the year	(662)	(15,224)	12,207
Cash and cash equivalents, beginning of year	40,013	55,237	43,030
Cash and cash equivalents, end of year	$39,351	$40,013	$55,237

See accompanying notes to the consolidated financial statements.

DICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND PRINCIPAL ACTIVITIES
Dice Holdings, Inc. ("DHI" or the "Company"), a Delaware corporation, was incorporated on June 28, 2005. Through predecessor companies, DHI has been in the career development business for over 23 years. The Company is a leading provider of specialized websites focused on select professional communities. Through the Company's online communities, professionals can manage their careers by finding relevant job opportunities and by building their knowledge through original and community-shared content. The Company operates career management services for technology, engineering, financial services, healthcare, hospitality and security-cleared professionals, as well as career management and information and data services for the energy industry.

2. SIGNIFICANT ACCOUNTING POLICIES
Principles of Consolidation—The consolidated financial statements include the accounts of DHI and its majority owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.
Revenue Recognition—The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery of service has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Revenue is recognized net of customer discounts ratably over the service period. Payments received in advance of services being rendered are recorded as deferred revenue and recognized over the service period. The Company generates revenue from the following sources:
Recruitment packages. Recruitment package revenues are derived from the sale to recruiters and employers a combination of job postings and access to a searchable database of candidates on the Dice.com, ClearanceJobs.com, TheITJobBoard.com, eFinancialCareers.com, Rigzone.com, Healthecareers.com, Biospace.com, Hcareers.com and HealthCallings.com websites. Certain of the Company's arrangements include multiple deliverables, which consist of the ability to post jobs and access to a searchable database of candidates. The Company determines the units of accounting for multiple element arrangements in accordance with the Multiple-Deliverable Revenue Arrangements subtopic of the FASB ASC. Specifically, the Company will consider a delivered item as a separate unit of accounting if it has value to the customer on a standalone basis. The Company's arrangements do not include a general right of return. Services to customers buying a package of available job postings and access to the database are delivered over the same period and revenue is recognized ratably over the length of the underlying contract, typically from one to 12 months. The separation of the package into two deliverables results in no change in revenue recognition since delivery of the two services occurs over the same time period.
Advertising revenue. Advertising revenue is recognized over the period in which the advertisements are displayed on the websites or at the time an e-mail is sent to registered members.
Classified revenue. Classified job posting revenues are derived from the sale of job postings to recruiters and employers. A job posting is the ability to list a job on the website for a 30 day period. Revenue from the sale of classified job postings is recognized ratably over the length of the contract or the period of actual usage.
Data services revenue. Access to the Company's database of energy industry data is provided to customers for a fee. Data services revenue is recognized ratably over the length of the underlying contract, typically from one to 12 months.
Career fair and recruitment event booth rentals. Career fair and recruitment event revenues are derived from renting booth space to recruiters and employers. Revenue from these sales is recognized when the career fair or recruitment event is held. Certain customers purchase access to resumes obtained at these career fairs, which revenue is recognized on a per event basis over the period of the contract.

Concentration of Credit Risk—Substantially all of the Company's cash, cash equivalents and investments have been invested in a diversified portfolio of high quality money market instruments, debt instruments of U.S. government agencies, and certificates of deposit with readily determinable quoted market values. The money market instruments are comprised of short-term bank deposits and money market funds invested in U.S. treasury securities, U.S.

government agency securities, European government securities and United Kingdom government securities. The Company believes it is not exposed to any significant credit risk.

The Company performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral on accounts receivable. No single customer represents 10% or more of revenues for the years ended December 31, 2013, 2012 and 2011.

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DICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Allowance for Doubtful Accounts—The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of Dice's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.
Statements of Cash Flows—All bank deposits and money market accounts are considered cash and cash equivalents. The supplemental disclosures to the accompanying consolidated statements of cash flows are as follows (in thousands):

	2013	2012	2011
Supplemental cash flow information:			
Interest paid	$1,615	$947	$983
Taxes paid	21,395	22,705	7,384
Non-cash investing and financing activities:			
Contingent consideration to be paid in cash for acquisitions	4,474	9,708	—
Capital expenditures on fixed assets included in accounts payable and accrued expenses	510	401	144
Share repurchases included in accounts payable and accrued expenses	553	852	459

Investments—The Company's investments are comprised of highly liquid debt instruments of the U.S. government and government agencies and certificates of deposit. The inputs used in measuring fair value are quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets. Investments are classified and accounted for as available-for-sale and are reported at fair market value with the resulting net unrealized gains or losses reported as a separate component of stockholders' equity in Accumulated Other Comprehensive Income (Loss). If management determines that an unrealized loss is other-than-temporary, such loss will be charged to the statement of operations. There were no other-than-temporary charges during 2013, 2012 or 2011.
Fixed Assets—Depreciation of equipment, furniture and fixtures, computer software and capitalized website development costs are provided under the straight-line method over estimated useful lives ranging from two to five years. Amortization of leasehold improvements is provided over the shorter of the term of the related lease or the estimated useful life of the improvement. The cost of additions and betterments is capitalized, and repairs and maintenance costs are charged to operations in the periods incurred.
Capitalized Software Costs—Capitalized software costs consist of costs to purchase and develop software for internal use. The Company capitalizes certain incurred software development costs in accordance with the Internal Use Software subtopic of the FASB ASC. Costs incurred during the application-development stage for software bought and further customized by outside vendors for the Company's use and software developed by a vendor for the Company's proprietary use have been capitalized.
Website Development Costs—The Company capitalizes certain costs incurred in designing, developing, testing and implementing enhancements to its websites. These costs are amortized over the enhancement's estimated useful life, which generally approximates two years. Costs related to the planning and post implementation phases of website development efforts are expensed as incurred.
Goodwill and Indefinite-Lived Acquired Intangible Assets—Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. The indefinite-lived acquired intangible assets include the Dice trademarks and brand name. The Company performs a test for impairment of goodwill and indefinite-lived intangible assets annually, or more frequently if indicators of potential impairment exist, to determine if the carrying value of the recorded asset is impaired. The impairment review process for goodwill compares the fair value of the reporting unit in which goodwill resides to its carrying value. The impairment review process for indefinite-lived intangible assets compares the fair value of the assets to their carrying

value. The determination of whether or not the asset has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the Company's reporting units or the intangible asset. Changes in the Company's strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of goodwill or indefinite-lived intangible assets. See Note 4 for discussion of impairment charges.

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DICE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Foreign Currency Translation—For the Company's foreign operations whose functional currency is not the U.S. dollar, the assets and liabilities are translated into U.S. dollars at current exchange rates. Resulting translation adjustments are reflected as Other Comprehensive Income (Loss). Revenue and expenses are translated at average exchange rates for the period. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are charged to operations as incurred.
Advertising Costs—The Company expenses advertising costs as they are incurred. Advertising expense for the years ended December 31, 2013, 2012 and 2011 was $31.1 million, $34.3 million and $30.4 million, respectively.
Income Taxes—The Company recognizes deferred taxes by the asset and liability method. Under this method, deferred income taxes are recognized for differences between the financial statement and tax bases of assets and liabilities at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In addition, valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. The primary sources of temporary differences are stock based compensation, amortization of intangible assets, and depreciation of fixed assets.
Stock-Based Compensation—The Company has a plan to grant equity awards to certain employees, consultants and directors of the Company and its subsidiaries. See Note 12.
Fair Value of Financial Instruments—The carrying amounts reported in the consolidated balance sheet for cash and cash equivalents, accounts receivable, and accounts payable and accrued expenses approximate their fair values. The Company's long-term debt consists of borrowings under its credit facility. See Note 4 for fair value disclosures.
Risks and Uncertainties—DHI is subject to the risks, expenses and uncertainties frequently encountered by companies in the new and rapidly evolving markets for internet products and services. These risks include the failure to develop and extend the Company's online service brands, the rejection of the Company's services by consumers, vendors and/or advertisers, the inability of the Company to maintain and increase the levels of traffic on its online services, as well as other risks and uncertainties. In the event that the Company does not successfully execute its business plan, certain assets may not be recoverable.
Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. DHI's significant estimates include the useful lives and valuation of fixed assets and intangible assets, goodwill, the income tax valuation allowance, the assumptions used to value the stock options of the Company, and the valuation of assets acquired and liabilities assumed from acquisitions.
Net Income per Common and Common Equivalent Share—The Company follows the Earnings Per Share topic of the FASB ASC in computing earnings per share ("EPS"). The two-class method establishes the computation of EPS by companies that have issued securities other than common stock that contractually entitle the holder to participate in dividends and earnings of the company. Earnings available to common shareholders for the period, after deduction of convertible preferred stock dividends, are allocated between the common and convertible preferred shareholders based on their respective rights to receive dividends. Basic EPS is then calculated by dividing income allocable to common shareholders (including the reduction for any undeclared, preferred stock dividends assuming current income for the period had been distributed) by the weighted average number of shares outstanding. The Company calculates diluted EPS under the if-converted method unless the conversion of the convertible preferred stock is anti-dilutive to basic EPS. To the extent convertible preferred stock is anti-dilutive, the Company calculates diluted EPS under the two-class method to include the effect of potential common shares. See Note 16.
New Accounting Pronouncements—In July 2012, the FASB issued ASU No. 2012-02, which amends the guidance in ASC 350-30 on testing indefinite-lived intangible assets, other than goodwill, for impairment. Under the revised guidance, companies testing an indefinite-lived intangible asset for impairment have the option of performing a qualitative assessment before calculating the fair value of the asset (i.e. step 1 of the impairment test). If companies

determine, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is more likely than not less than the carrying amount, the two-step impairment test would be required. This update is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company adopted the revised guidance, and it did not have a material impact on the Company’s Consolidated Financial Statements.

In February 2013, the FASB issued ASU No. 2013-02, which amends the guidance in ASC 220 on Comprehensive Income. Under the revised guidance, companies are required to provide information about the amounts reclassified out of accumulated other comprehensive income ("AOCI") by component. In addition, companies are required to present, either on the face of the statement where net income is presented or in the notes, the effects on the line items of net income significant amounts reclassified out of AOCI but only if the amount reclassified is required under U.S. GAAP to be reclassified out of net income in its entirety in the same reporting period. This amended guidance is to be applied prospectively and is effective for reporting periods (interim and annual) beginning after December 15, 2012 for public companies, with early adoption permitted. The Company adopted the revised guidance January 1, 2013, and has reported significant items reclassified out of AOCI in the Notes to Consolidated Financial Statements.

3. ACQUISITIONS

2013 Acquisitions

onTargetjobs—In November 2013, the Company acquired all of the issued and outstanding shares of onTargetjobs, Inc., a leading vertical recruiting service in healthcare and hospitality. The purchase price consisted of $46.3 million, net of cash acquired. The Company borrowed $54.0 million under the Credit Agreement to fund this acquisition. The acquisition resulted in recording intangible assets of $27.6 million and goodwill of $23.8 million. The assets acquired and liabilities assumed were recorded at fair value as of the acquisition date. The acquired accounts receivable of $6.3 million were recorded at fair value of $6.3 million. The Company incurred transaction costs related to the acquisition of $1.2 million. The fair value adjustment to deferred revenue related to purchase accounting for the acquisition was $1.1 million for the year ended December 31, 2013.

The IT Job Board—In July 2013, the Company expanded its online tech recruiting business to Europe by acquiring all of the issued and outstanding shares of JobBoard Enterprises Limited, an online recruitment company in the technology industry. The purchase price consisted of £8.0 million ($12.2 million), net of cash acquired, plus deferred payments totaling £3.0 million ($4.6 million) in the aggregate, payable upon the achievement of certain operating and financial goals ending in 2014. The Company borrowed $15.0 million under the Credit Agreement to fund this acquisition. The acquisition resulted in recording intangible assets of $10.8 million and goodwill of $9.1 million. The assets acquired and liabilities assumed were recorded at fair value as of the acquisition date. The acquired accounts receivable of $1.2 million were recorded at fair value of $1.2 million. The IT Job Board acquisition is not deemed significant to the Company's financial results, thus limited disclosures are presented herein.

The assets and liabilities recognized as of the acquisition dates for onTargetjobs and The IT Job Board include (in thousands):

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	onTargetjobs and The IT Job Board Acquisitions
Assets:	
Cash and cash equivalents	$8,200
Accounts receivable	7,558
Acquired intangible assets	38,410
Goodwill	32,935
Fixed assets	5,688
Other assets	1,195
Assets acquired	93,986
Liabilities:	
Accounts payable and accrued expenses	$9,577
Deferred revenue	5,465
Deferred income taxes	7,160
Fair value of contingent consideration	4,474
Liabilities assumed	26,676
Net Assets Acquired	$67,310

Goodwill results from the expansion of the Company's market share in the Healthcare, Hospitality and Tech & Clearance verticals, from intangible assets that do not qualify for separate recognition, including an assembled workforce and site traffic, and from expected synergies from combining operations of The IT Job Board and onTargetjobs into the Company's existing operations. The amount of goodwill expected to be deductible for tax purposes is $3.9 million.

Pro forma Information (Unaudited)—The following pro forma consolidated results of operations are presented as if the acquisition of onTargetjobs was completed as of January 1, 2012:

	For the year ended December 31,	
	2013	2012
Revenues	$246,956	$233,724
Net income	18,143	38,229
Basic earnings per share	$0.32	$0.62

The pro forma financial information represents the combined historical operating results of the Company and onTargetjobs with adjustments for purchase accounting and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of the periods presented. The pro forma adjustments included adjustments for interest on borrowings, amortization of acquired intangible assets and the related income tax impacts of such adjustments. The Consolidated Statements of Operations for the year ended December 31, 2013 include revenues from the onTargetjobs acquisition of $4.5 million and an operating loss of $2.9 million. The operating loss was primarily attributable to amortization of intangible assets of $1.6 million.

The pro forma financial information does not include adjustments for The IT Job Board, as it is not individually or collectively material to the Company's results.

2012 Acquisitions

FINS.com—In June 2012, the Company purchased certain assets of FINS.com, resulting in recording of identifiable intangible assets for candidate database, mobile application technology and brand names. Refer to Note 7 "Acquired Intangible Assets, Net." The FINS.com acquisition is not deemed significant to the Company's financial results, thus limited disclosures are presented herein.

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Slashdot Media—In September 2012, the Company purchased certain assets of Geeknet, Inc.'s online media business, which is comprised of the Slashdot, SourceForge and Freecode websites. The purchase price consisted of $20.0 million in cash. The acquisition resulted in recording intangible assets of $9.7 million and goodwill of $6.2 million. The assets acquired and liabilities assumed were recorded at fair value as of the acquisition date. The acquired accounts receivable of $5.1 million were recorded at fair value of $4.8 million. Certain assets were impaired in 2013. Refer to Note 4.

WorkDigital—In October 2012, the Company acquired all of the issued and outstanding shares of WorkDigital Limited, a technology company focused on the recruitment industry for $10.0 million in cash, plus deferred payments totaling $10.0 million in the aggregate payable in 2013-2014 based on the delivery of certain products and the achievement of certain milestones. The acquisition resulted in the recording of $17.9 million in goodwill and $2.3 million in intangible assets.

The assets and liabilities recognized as of the acquisition dates for FINS.com, Slashdot Media and WorkDigital include (in thousands):

	FINS.com, Slashdot Media and WorkDigital Acquisitions
Assets:	
Accounts receivable	$4,852
Acquired intangible assets	12,925
Goodwill	24,212
Fixed assets	1,922
Other assets	248
Assets acquired	44,159
Liabilities:	
Accounts payable and accrued expenses	$449
Deferred revenue	2,644
Deferred income taxes	558
Fair value of contingent consideration	9,708
Liabilities assumed	13,359
Net Assets Acquired	$30,800

Goodwill results from the expansion of the Company's market share in the Tech & Clearance and Finance verticals, from intangible assets that do not qualify for separate recognition, including an assembled workforce and site traffic, and from expected synergies from combining operations of FINS.com, Slashdot Media and WorkDigital into the Company's existing operations. The amount of goodwill expected to be deductible for tax purposes is $6.3 million.

Pro forma Information (Unaudited)—The following pro forma consolidated results of operations are presented as if the acquisition of Slashdot Media was completed as of January 1, 2011:

	For the year ended December 31,	
	2012	2011
Revenues	$209,239	$199,538
Net income	42,096	35,187
Basic earnings per share	$0.69	$0.53

The pro forma financial information represents the combined historical operating results of the Company and Slashdot Media with adjustments for purchase accounting and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of the periods presented. The pro forma adjustments included

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adjustments for interest on borrowings, amortization of acquired intangible assets and the related income tax impacts of such adjustments. The Consolidated Statements of Operations for the year ended December 31, 2012 include revenues from the Slashdot Media acquisition of $5.4 million and an operating loss of $141,000. The operating loss was primarily attributable to amortization of intangible assets of $636,000.
The pro forma financial information does not include adjustments for the FINS.com and WorkDigital acquisitions, as they are not individually or collectively material to the Company's results.

4. FAIR VALUE MEASUREMENTS

The FASB ASC topic on Fair Value Measurements and Disclosures defines fair value, establishes a framework for measuring fair value and requires certain disclosures for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. As a basis for considering assumptions, a three-tier fair value hierarchy is used, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – Quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Money market funds are included in cash and cash equivalents on the Consolidated Balance Sheets. The money market funds are valued using quoted prices in the market, and investments are valued using significant other observable inputs. The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, and long-term debt approximate their fair values.
The Company has obligations, to be paid in cash, related to its acquisitions if certain future operating and financial goals are met. See Note 3 "Acquisitions." The fair value of this contingent consideration is determined using an expected present value technique. Expected cash flows are determined using the probability weighted-average of possible outcomes that would occur should delivery of certain product enhancements occur. There is no market data available to use in valuing the contingent consideration; therefore, the Company developed its own assumptions related to the expected future delivery of product enhancements to estimate the fair value of these liabilities. A 2% discount rate is used to fair value the expected payments. The liabilities for the contingent consideration were established at the time of acquisition and are evaluated at each reporting period. The expense is included in Change in Acquisition Related Contingencies on the Consolidated Statements of Operations.
The assets and liabilities measured at fair value on a recurring basis are as follows (in thousands):

	As of December 31, 2013 Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market funds	$15,610	$—	$—	$15,610
Contingent consideration to be paid in cash for the acquisitions	—	—	9,793	9,793

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	As of December 31, 2012			
	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Money market funds	$11,820	$—	$—	$11,820
Investments	—	2,201	—	2,201
Contingent consideration to be paid in cash for the acquisitions	—	—	9,756	9,756

Reconciliations of liabilities measured and carried at fair value on a recurring basis with the use of significant unobservable inputs (Level 3) are as follows (in thousands):

	For the year ended December 31,		
	2013	2012	2011
Contingent consideration for acquisitions			
Balance at beginning of period	$9,756	$1,557	$11,370
Additions for acquisitions	4,474	9,708	—
Cash payments	(5,000)	(1,557)	(12,940)
Change in estimates included in earnings	197	48	3,127
Change due to foreign exchange rate changes	366	—	—
Balance at end of period	$9,793	$9,756	$1,557

Certain assets and liabilities are measured at fair value on a non-recurring basis and therefore are not included in the table above. These assets include goodwill and intangible assets which result as acquisitions occur. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable. Such instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances, for example, when there is evidence of impairment.
Goodwill—The Company determines whether the carrying value of recorded goodwill is impaired for each reporting unit on an annual basis or more frequently if indicators of potential impairment exist for each reporting unit. The annual impairment test for the goodwill is performed on the following reporting units:

Reporting Unit	Annual Impairment Test Date	Impairment Indicated
Tech & Clearance	August 31	No
Energy	October 31	No
Finance	October 31	No
Slashdot Media	October 31	Yes
Health Callings	October 31	Yes
Work Digital	October 31	No

Impairment was noted at Health Callings and Slashdot Media, as discussed below. Goodwill resulting from the 2013 acquisitions of The IT Job Board and onTargetjobs will be tested annually for impairment beginning on October 31, 2014. In testing goodwill for impairment, a qualitative assessment can be performed and if it is determined that the fair value of the reporting unit is more likely than not less than the carrying amount, the two step impairment test is required. The first step of the impairment review process compares the fair value of the reporting unit in which the goodwill resides to the carrying value of that reporting unit. The second step measures the amount of impairment loss, if any, by comparing the implied fair value of the reporting unit goodwill with its carrying amount. The determination of whether or not goodwill has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the reporting units. Fair values of each reporting unit are determined either by using a discounted cash flow methodology or by using a combination of a discounted cash flow methodology and a market comparable method. The discounted cash flow methodology is based on projections of the amounts and timing of future revenues and cash flows, assumed discount rates and other assumptions as deemed appropriate. Factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements are considered. Additionally, the discounted cash flows analysis takes into consideration cash expenditures for product development, other technological updates and advancements to the websites and investments to improve the candidate databases. The market comparable method indicates the fair value of a business by comparing it to publicly traded companies in similar lines of business or to comparable transactions or assets. Considerations for factors such as size, growth, profitability, risk and return on investment are analyzed and compared to the comparable businesses and adjustments are made. A market value of invested capital of the publicly traded companies is calculated and then applied to the entity's operating results to arrive at an estimate of value.

Impairment—Goodwill impairment of $6.3 million was recorded during the year ended December 31, 2013 at the Slashdot Media reporting unit. The fair value of this reporting unit was determined by a discounted cash flow methodology. Cash flow projections for this reporting unit decreased during the fourth quarter of 2013 due to a decline in financial performance and future expectations for the business. The charge is reflected as Impairment of Goodwill on the Consolidated Statements of Operations.

$1.4 million was recorded during the year ended December 31, 2013 for the impairment of goodwill at the Health Callings reporting unit. The fair value of this reporting unit was determined by a discounted cash flow methodology. During the fourth quarter of 2013, the Company determined that the Health Callings brand and website would be merged into the recently acquired HEALTHeCAREERS website. Cash flow projections for Health Callings as a separate reporting unit were not sufficient to support the goodwill recorded. The charge is reflected as Impairment of Goodwill on the Consolidated Statements of Operations. The impairment of goodwill related to Slashdot Media and Health Callings was deductible for tax purposes.

As required under FASB ASC 360, Impairment or Disposal of Long-Lived Assets, an impairment loss shall be recognized only if the carrying amount of the long-lived asset is not recoverable and exceeds its fair value. The long-lived assets of both Health Callings and Slashdot Media were tested for recoverability due to the downturn in the current and expected future financial performance of the reporting units. This process resulted in an impairment of unamortized intangible assets of $7.2 million at Slashdot Media, capitalized website development costs of $564,000 at Slashdot Media and capitalized website development costs of $352,000 at Health Callings. As of December 31, 2013, there was no goodwill or intangible assets remaining on the balance sheet for Slashdot Media and Health Callings. Slashdot Media is included in Corporate & Other and Health Callings is included in the Healthcare segment.

The impairment charges during the year ended December 31, 2013 are as follows (in thousands):

	Slashdot Media	Health Callings
Summary of impairment charges:		
Goodwill	$6,283	$1,445
Intangible assets	7,240	—
Fixed assets	564	352
Total	$14,087	$1,797

Indefinite-lived Intangible Assets—The indefinite-lived acquired intangible assets include the Dice trademarks and brand name. The Company determines whether the carrying value of recorded indefinite-lived acquired intangible assets is impaired on an annual basis or more frequently if indicators of potential impairment exist. The impairment test is performed annually as of August 31 and last resulted in no impairment. The impairment review process compares the fair value of the indefinite-lived acquired intangible assets to its carrying value. If the carrying value exceeds the fair value, an impairment loss is recorded. The determination of whether or not indefinite-lived acquired intangible assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the indefinite-lived acquired intangible assets. Fair values are determined using a profit allocation methodology, which estimates the value of the trademark and brand name by capitalizing the profits saved because the company owns the asset. Factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements are considered. Changes in Company strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of intangible assets.

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5. INVESTMENTS

DHI's investments are stated at fair value. These investments are available-for-sale. The Company held no investments as of December 31, 2013. The following tables summarize the Company's investments as of 2012 (in thousands):

	As of December 31, 2012			
	Maturity	Gross Amortized Cost	Gross Unrealized Gain	Estimated Fair Value
Certificates of deposit	Within one year	1,210	4	1,214
Certificates of deposit	1 to 5 years	982	5	987
Total		$2,192	$9	$2,201

6. FIXED ASSETS, NET

Fixed assets, net consist of the following as of December 31, 2013 and 2012 (in thousands):

	2013	2012
Computer equipment and software	$18,503	$21,318
Furniture and fixtures	3,515	1,464
Leasehold improvements	1,884	1,405
Capitalized website development costs	9,159	7,218
	33,061	31,405
Less: Accumulated depreciation and amortization	(14,449)	(20,247)
Fixed assets, net	$18,612	$11,158

The Company experienced an increase in fixed assets from December 31, 2012 to December 31, 2013 primarily due to the investment in an integrated business systems platform, as well as capitalized website development costs and the acquisition of onTargetjobs and The IT Job Board, $4.6 million and $1.0 million, respectively. Offsetting the increase was the write off of the net assets of business systems no longer in use of $319,000 and assets associated with capitalized website development of Slashdot Media and Health Callings, of $564,000 and $352,000, respectively.

7. ACQUIRED INTANGIBLE ASSETS, NET

Below is a summary of the major acquired intangible assets and the weighted-average amortization period for the acquired identifiable intangible assets (in thousands):

	As of December 31, 2013							
	Cost	Acquisitions	Total Cost	Accumulated Amortization	Foreign Currency Translation Adjustment	Impairment	Acquired Intangible Assets, Net	Weighted-Average Amortization Period
Technology	$21,000	$ 4,028	$25,028	$ (17,566)	$ (35)	$ (1,374)	$ 6,053	3.5 years
Trademarks and brand names—Dice	39,000	—	39,000	—	—	—	39,000	Indefinite
Trademarks and brand names—Other	19,115	6,651	25,766	(10,541)	(505)	(1,929)	12,791	6.2 years
Customer lists	45,213	14,500	59,713	(40,255)	(840)	(3,281)	15,337	5.3 years

Candidate and content database	30,341	10,513	40,854	(30,615)	329	(656)	9,912	2.8 years
Order backlog	—	2,718	2,718	(906)	—	—	1,812	0.5 years
Acquired intangible assets, net	$154,669	$ 38,410	$193,079	$ (99,883)	$ (1,051)	$(7,240)	$ 84,905	

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	As of December 31, 2012				
	Total Cost	Accumulated Amortization	Foreign Currency Translation Adjustment	Acquired Intangible Assets, Net	Weighted-Average Amortization Period
Technology	$21,000	$ (15,156)	$(53)	$5,791	3.7 years
Trademarks and brand names—Dice	39,000	—	—	39,000	Indefinite
Trademarks and brand names—Other	19,115	(8,930)	(490)	9,695	6.0 years
Customer lists	45,213	(38,624)	(729)	5,860	4.8 years
Candidate and content database	30,341	(27,884)	(48)	2,409	2.8 years
Acquired intangible assets, net	$154,669	$ (90,594)	$(1,320)	$62,755	

Identifiable intangible assets for The IT Job Board and onTargetjobs acquisitions are included in the total cost as of December 31, 2013. The weighted-average amortization period for the technology, trademarks and brand names, customer lists, candidate and content database and order backlog are 3.0 years, 6.9 years, 8.0 years, 2.8 years and 0.5 years, respectively.
The long-lived assets of both Health Callings and Slashdot Media were tested for recoverability due to the downturn in the current and expected future financial performance of the reporting units. This process resulted in an impairment of unamortized intangible assets of $7.2 million at Slashdot Media. Refer to Note 4.
The WorldwideWorker brand and technology were retired during the year ended December 31, 2012. The total cost and accumulated amortization were reduced from the total cost as of December 31, 2012.
Identifiable intangible assets for the Slashdot Media, WorkDigital and FINS.com acquisitions are included in the total cost as of December 31, 2012. The weighted-average amortization period for the technology, trademarks and brand names, customer lists and candidate and content database are 2.8 years, 5.8 years, 10.0 years and 1.6 years, respectively.
Based on the carrying value of the acquired finite-lived intangible assets recorded as of December 31, 2013, and assuming no subsequent impairment of the underlying assets, the estimated future amortization expense is as follows (in thousands):

2014	$13,472
2015	10,430
2016	6,409
2017	3,536
2018	2,977
2019 and thereafter	9,081

Indefinite Life on Trade Name
The Dice.com Trade Name / Trademark / Domain Name is one of the most recognized names of online job boards. Since Dice's inception in 1991, the brand has been recognized as a leader in recruiting and career development services for technology and engineering professionals. Currently, the brand is synonymous with the most specialized online marketplace for technology industry-specific talent. The brand has significant online and offline presence in online recruiting and career development services. Considering the recognition of the brand, its long history, awareness in the talent acquisition and staffing services market, and the intended use, the remaining useful life of the Dice.com Trade Name / Trademark / Domain Name was determined to be indefinite.

8. INDEBTEDNESS

Credit Agreement—In October 2013, the Company, together with Dice Inc. and Dice Career Solutions, Inc. (collectively, the “Borrowers”) entered into a Credit Agreement (the “Credit Agreement”), which provides for a $50.0 million term loan facility and a revolving loan facility of $200.0 million, with both facilities maturing in October 2018. The Company borrowed $65.0 million under the new Credit Agreement to repay all outstanding indebtedness under the previously existing credit facility dated June 2012, terminating that facility. A portion of the proceeds was also used to pay certain costs associated with the Credit Agreement and for working capital purposes.

Borrowings under the Credit Agreement bear interest at the Company's option, at a LIBOR rate or a base rate plus a margin. The margin ranges from 1.75% to 2.50% on LIBOR loans and 0.75% to 1.50% on base rate loans, determined by the Company's most recent consolidated leverage ratio. The facility may be prepaid at any time without penalty.
The Credit Agreement contains various customary affirmative and negative covenants and also contains certain financial covenants, including a consolidated leverage ratio and a consolidated interest coverage ratio. As of December 31, 2013, our consolidated leverage ratio was 1.56 to 1.0 and was required to be less than 3.0 to 1.0. Our consolidated interest coverage ratio was 26.2 to 1.0 and was required to be greater than 3.5 to 1.0. Negative covenants include restrictions on incurring certain liens; making certain payments, such as stock repurchases and dividend payments; making certain investments; making certain acquisitions; and incurring additional indebtedness. Restricted payments are allowed under the Credit Agreement to the extent the consolidated leverage ratio, calculated on a pro forma basis, is equal to or less than 2.0 to 1.0, plus an additional $5.0 million of restricted payments. The Credit Agreement also provides that the payment of obligations may be accelerated upon the occurrence of customary events of default, including, but not limited to, non-payment, change of control, or insolvency. As of December 31, 2013, the Company was in compliance with all of the financial covenants under the Credit Agreement.
The obligations under the Credit Agreement are guaranteed by three of the Company's wholly-owned subsidiaries, eFinancialCareers, Inc., Targeted Job Fairs, Inc., and Rigzone.com, Inc., and secured by substantially all of the assets of the Borrowers and the guarantors and stock pledges from certain of the Company's foreign subsidiaries.
Debt issuance costs of $872,000 were incurred and are being amortized over the life of the loan. These costs are included in interest expense. Unamortized deferred financing costs from the previous credit facility of $878,000 will continue to be amortized over the life of the new Credit Agreement.
Previous Credit Agreement—In June 2012, the Company entered into an agreement which provided for a revolving facility of $155.0 million maturing in June 2017. The borrowers used $14.2 million of the proceeds to pay the full amount outstanding on the previously existing facility, terminating that facility.
Borrowings bore interest at the Company's option, at a LIBOR rate or a base rate plus a margin. The margin ranges from 1.75% to 2.50% on LIBOR loans and 0.75% to 1.50% on base rate loans, determined by the Company's most recent consolidated leverage ratio.
The agreement contained various customary affirmative and negative covenants and also contained certain financial covenants, including a consolidated leverage ratio and a consolidated interest coverage ratio. Negative covenants included restrictions on incurring certain liens; making certain payments, such as stock repurchases and dividend payments; making certain investments; making certain acquisitions; and incurring additional indebtedness. The agreement also provided that the payment of obligations may be accelerated upon the occurrence of customary events of default, including, but not limited to, non-payment, change of control, or insolvency.
The amounts borrowed as of December 31, 2013 and December 31, 2012 are as follows (dollars in thousands):

	December 31, 2013	December 31, 2012
Amounts Borrowed:		
Term loan facility	$50,000	$—
Revolving credit facility	69,000	46,000
Total borrowed	$119,000	$46,000
Available to be borrowed under revolving facility	$131,000	$109,000
Interest rates:		
LIBOR rate loans:		
Interest margin	2.00 %	1.75 %
Actual interest rates	2.19 %	2.00 %

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Future maturities as of December 31, 2013 are as follows (in thousands):

2014	$2,500
2015	2,500
2016	5,000
2017	5,000
2018	35,000
Total minimum payments	$50,000

Borrowings during the year ended December 31, 2013 were to fund The IT Job Board acquisition, onTargetjobs acquisition, and stock repurchases. Scheduled payments to repay the term loan of $50.0 million will commence in the first quarter of 2014. There are no scheduled amortization payments for the revolving loan facility of $200.0 million until maturity of the Credit Agreement in October 2018.

9. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases equipment and office space under operating leases expiring at various dates through December 2025. Future minimum lease payments under non-cancelable operating leases as of December 31, 2013 are as follows (in thousands):

2014	$4,159
2015	3,343
2016	2,916
2017	2,860
2018	2,525
2019 and thereafter	9,191
Total minimum payments	$24,994

Rent expense was $3.2 million, $2.3 million and $1.8 million for the years ended December 31, 2013, 2012, and 2011, respectively, and is included in General and Administrative expense on the Consolidated Statements of Operations.

Litigation

The Company is subject to various claims from taxing authorities, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable and the amounts are reasonably estimable. Although the outcome of these legal matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material effect on the Company’s financial condition, operations or liquidity.

Tax Contingencies

The Company operates in a number of tax jurisdictions and is subject to audits and reviews by various taxation authorities with respect to income, payroll, sales and use and other taxes and remittances. The Company may become subject to future tax assessments by various authorities for current or prior periods. The determination of the Company’s worldwide provision for taxes requires judgment and estimation. There are many transactions and calculations where the ultimate tax determination is uncertain. The Company has recorded certain provisions for our tax estimates which we believe are reasonable. The accrual for unrecognized tax benefits increased by $116,000 in 2013 compared to a $1.4 million decrease in 2012. The decrease in 2012 occurred because of the expiration of the statute of limitations.

10. EQUITY TRANSACTIONS

Offerings of Stock—On February 22, 2011, the Company completed a secondary offering of its common stock. The Company sold 868,524 shares of its common stock and selling stockholders sold an additional 7,181,476 shares of common

stock at a price of $14.25 per share less underwriting commissions. The proceeds, net of underwriting commissions, received by the Company were $11.9 million. The Company used the proceeds to purchase shares of the Company's common stock from certain members of the Company's management and board of directors. The purchase of these shares resulted in treasury stock being held by the Company. The Company is currently holding the shares in a treasury stock account. The Company did not receive any proceeds from the sale of shares by the selling stockholders.
On May 13, 2011, certain stockholders completed a sale of 8,000,000 shares of common stock. No shares were sold by the Company, and the Company did not receive any proceeds from the sale of shares by the selling stockholders.
Stock Repurchase Plans—The Company's Board of Directors approved a stock repurchase program that permitted the Company to repurchase its common stock. The following table summarizes the Stock Repurchase Plans approved by the Board of Directors:

	Stock Repurchase Plan			
	I	II	III	IV
Approval Date	August 2011	March 2012	January 2013	December 2013
Authorized Repurchase Amount of Common Stock	$30 million	$65 million	$50 million	$50 million
Effective Dates	August 2011 to March 2012	March 2012 to March 2013	March 2013 to December 2013	December 2013 to present

The Company is currently under Stock Repurchase Plan IV, which will be in effect for up to one year. Under each plan, management has discretion in determining the conditions under which shares may be purchased from time to time.
During the years ended December 31, 2013, 2012 and 2011, purchases of the Company's common stock pursuant to the Stock Repurchase Plans were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Approximate Dollar Value of Shares Purchased	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Year Ended December 31, 2013	6,561,747	$8.45	$55,416,000	$48,849,000
Year Ended December 31, 2012	7,748,689	8.85	68,610,000	6,466,000
Year Ended December 31, 2011	2,339,195	8.52	19,921,000	10,079,000

Approximately $553,000 and $852,000 of share repurchases had not settled as of December 31, 2013 and December 31, 2012, respectively, and are included in accounts payable and accrued expenses in the accompanying Consolidated Balance Sheet.
Convertible Preferred Stock—The Company has 20 million shares of convertible preferred stock authorized, with a $0.01 par value. No shares have been issued and outstanding since prior to our initial public offering in 2007. The rights, preferences, privileges and restrictions granted to and imposed on the convertible preferred stock are as set forth below. These provisions are related to the preferred stock that was outstanding during the period. The Company currently has no preferred stock outstanding. The Company's amended and restated certificate of incorporation permits the terms of any preferred stock to be determined at the time of issuance.
Dividend provisions
The preferred stockholders are entitled to dividends only when dividends were paid to common shareholders. In the event of a dividend, the holders of the preferred shares are entitled to share in the dividend on a pro rata basis, as if their shares had been converted into shares of common stock.
Conversion rights

Any holder of preferred stock has the right, at its option, to convert the preferred shares into shares of common stock at a ratio of one preferred stock share for one common stock share. The holders of $66\,^{2}/3\%$ of all outstanding preferred stock have the right at any time to require all the outstanding shares of preferred stock to be converted into an equal number of shares of common stock. Voting rights include the right to vote at a special or annual meeting of stockholders on all matters entitled to be voted on by holders of common stock, voting together as a single class with the common stock. There are no redemption rights associated with the preferred stock.

Liquidation rights

Upon the occurrence of liquidation, the holders of the preferred shares shall be paid in cash for each share of preferred stock held, out of, but only to the extent of, the assets of the Company legally available for distribution to its stockholders, before any payment or distribution is made to any shareholders of common stock. The liquidation value is $2.17 per share, subject to adjustments for stock splits, stock dividends, combinations, or other recapitalizations of the preferred stock.

Dividends—No dividends have been issued in 2013, 2012 or 2011. Our Credit Agreement limits our ability to issue dividends. Refer to Note 8 “Indebtedness”.

11. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

FASB ASC topic on Comprehensive Income establishes standards for the reporting and display of comprehensive income (loss) and its components in a full set of general-purpose financial statements. This statement requires that all items that are required to be recognized as components of comprehensive income (loss) be reported in a financial statement with the same prominence as other financial statements. The Company had no amounts reclassified out of accumulated other comprehensive income. The unrealized gain (loss) on investments available-for-sale and foreign currency translation adjustments impact comprehensive income (loss). Accumulated other comprehensive income (loss), net consists of the following components, net of tax, (in thousands):

	Year ended December 31,		
	2013	2012	2011
Unrealized gains on securities:			
Balance at beginning of year	$9	$3	$1
Unrealized gains (losses) for the year, net of tax	(6)	6	2
Balance at end of year	3	9	3
Foreign currency translation:			
Balance at beginning of year	(9,303)	(12,055)	(12,036)
Translation adjustments	3,186	2,752	(19)
Balance at end of year	(6,117)	(9,303)	(12,055)
Total:			
Balance at beginning of year	(9,294)	(12,052)	(12,035)
Total adjustments for the year	3,180	2,758	(17)
Balance at end of year	$(6,114)	$(9,294)	$(12,052)

12. STOCK BASED COMPENSATION

Under the 2012 Omnibus Equity Award Plan, the Company has granted stock options and restricted stock to certain employees, consultants and directors. Compensation expense for stock-based awards made to employees, directors and consultants in return for service is recorded in accordance with Compensation-Stock Compensation of the FASB ASC. The expense is measured at the grant-date fair value of the award and recognized as compensation expense on a straight-line basis over the service period, which is the vesting period. The Company estimates forfeitures that it expects will occur and records expense based upon the number of awards expected to vest.

The Company recorded stock based compensation expense of $8.1 million, $6.1 million, and $4.7 million, respectively, during the years ended December 31, 2013, 2012 and 2011, respectively. At December 31, 2013, there was $15.3 million of unrecognized compensation expense related to unvested awards, which is expected to be recognized over a weighted-average period of approximately 1.7 years.

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Restricted Stock—Restricted stock is granted to employees, consultants of the Company and its subsidiaries, and to non-employee members of the Company's Board. These shares are part of the compensation plan for services provided by the employees, consultants, or Board members. The closing price of the Company's stock on the date of grant was used to determine the fair value of the grants. The expense related to the restricted stock grants is recorded over the vesting period. There was no cash flow impact resulting from the grants.
The restricted stock vests in various increments on the anniversaries on each grant, subject to the recipient's continued employment or service through each applicable vesting date. Vesting occurs over one year for Board members and over four years for employees and consultants.
A summary of the status of restricted stock awards as of December 31, 2013 and 2012, and the changes during the periods then ended is presented below:

	Year Ended December 31,					
	2013		2012		2011	
	Shares	Weighted-Average Fair Value at Grant Date	Shares	Weighted-Average Fair Value at Grant Date	Shares	Weighted-Average Fair Value at Grant Date
Non-vested at beginning of the year	1,305,369	$10.09	550,250	$12.98	140,000	$6.59
Granted—Restricted Stock	1,116,000	$9.67	971,800	$8.94	480,000	$14.29
Forfeited during the year	(437,813)	$9.99	(61,625)	$10.73	(16,750)	$14.50
Vested during the year	(423,181)	$10.15	(155,056)	$12.89	(53,000)	$7.42
Non-vested at end of year	1,560,375	$9.81	1,305,369	$10.09	550,250	$12.98

Stock Options—The fair value of each option grant is estimated using the Black-Scholes option-pricing model using the weighted-average assumptions in the table below. This valuation model requires the Company to make assumptions and judgments about the variables used in the calculation, including the fair value of the Company's common stock, the expected life (the period of time that the options granted are expected to be outstanding), the volatility of the Company's common stock, a risk-free interest rate and expected dividends. The expected life of options granted is derived from historical exercise behavior. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury rates in effect at the time of grant. The stock options vest 25% after one year, beginning on the first anniversary date of the grant, and 6.25% each quarter following the first anniversary. There was no cash flow impact resulting from the grants.

	Year Ended December 31,		
	2013	2012	2011
The weighted average fair value of options granted	$3.51	$3.68	$6.33
Dividend yield	— %	— %	— %
Weighted average risk free interest rate	1.03 %	0.80 %	2.14 %
Weighted average expected volatility	42.29 %	49.92 %	50.16 %
Expected life (in years)	4.6	4.6	4.6

A summary of the status of options granted as of December 31, 2013, 2012 and 2011, and the changes during the years then ended is presented below:

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	Year Ended December 31, 2013		
	Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Options outstanding at January 1	8,780,400	$ 4.67	$41,236,574
Granted	1,087,000	$ 9.59	—
Exercised	(1,688,079)	$ 1.99	$12,042,458
Forfeited	(642,720)	$ 9.90	—
Options outstanding at December 31	7,536,601	$ 5.53	$17,493,907
Exercisable at December 31	6,275,243	$ 4.77	$17,413,337
Options expected to vest at December 31	1,139,090	$ 9.36	

	Year Ended December 31, 2012		
	Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Options outstanding at January 1	8,826,199	$ 4.19	$38,284,701
Granted	800,500	$ 8.81	—
Exercised	(772,986)	$ 3.20	$4,893,058
Forfeited	(73,313)	$ 7.40	—
Options outstanding at December 31	8,780,400	$ 4.67	$41,236,574
Exercisable at December 31	7,240,729	$ 3.90	$38,974,435

	Year Ended December 31, 2011		
	Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Options outstanding at January 1	10,763,097	$ 3.57	$116,085,316
Granted	296,000	$ 14.43	—
Exercised	(2,081,332)	$ 2.19	$25,011,227
Forfeited	(151,566)	$ 7.36	—
Options outstanding at December 31	8,826,199	$ 4.19	$38,284,701
Exercisable at December 31	6,994,787	$ 3.51	$33,538,128

The weighted-average remaining contractual term of options exercisable at December 31, 2013 is 2.4 years. The following table summarizes information about options outstanding as of December 31, 2013:

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	Options Outstanding		Options Exercisable
Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life (in years)	Number Exercisable
$ 0.20 - $ 0.99	408,391	1.7	408,391
$ 1.00 - $ 3.99	2,161,502	1.8	2,161,502
$ 4.00 - $ 5.99	581,945	2.8	581,945
$ 6.00 - $ 8.99	3,346,460	3.1	2,869,781
$ 9.00 - $ 14.50	1,038,303	5.7	253,624
	7,536,601		6,275,243

13. INCOME TAXES

Deferred tax assets (liabilities) included in the balance sheet as of December 31, 2013 and 2012 are as follows (in thousands):

	2013	2012
Deferred tax assets:		
Net operating loss carryforward	$148	$84
Allowance for doubtful accounts	1,075	594
Provision for accrued expenses and other, net	438	897
Stock based compensation	6,051	5,707
Capital loss	—	807
Deferred revenue	(262)	77
Tax credit carryforward	28	—
	7,478	8,166
Less valuation allowance	—	807
Deferred tax asset, net of valuation allowance	7,478	7,359
Deferred tax liabilities:		
Acquired intangibles	(18,763)	(18,199)
Depreciation of fixed assets	(1,080)	(1,965)
Deferred tax liabilities	(19,843)	(20,164)
Net deferred tax liability	$(12,365)	$(12,805)
Recognized in Consolidated Balance Sheets:		
Deferred tax asset—current	$1,399	$1,609
Net deferred tax liability—current	(123)	—
Net deferred tax liability—non-current	(13,641)	(14,414)
Net deferred tax liability	$(12,365)	$(12,805)

At December 31, 2013 and 2012, the Company had a $0 and $807,000, respectively, deferred tax asset related to a capital loss carryforward. The capital loss could only be offset against capital gains and expired in the 2013 tax year. The Company had recorded a deferred tax asset valuation allowance fully offsetting the capital loss at December 31, 2012.

Tax expense (benefit) for the years ended December 31, 2013, 2012 and 2011 is as follows (in thousands):

	2013	2012	2011
Current income tax expense:			
Federal	$16,372	$19,617	$14,837
State	1,511	1,352	1,041
Foreign	(2,528)	2,179	3,970
Current income tax expense	15,355	23,148	19,848
Deferred income tax expense (benefit):			
Federal	(4,735)	(3,960)	363
State	(350)	(165)	40
Foreign	779	(272)	(862)
Deferred income tax expense (benefit)	(4,306)	(4,397)	(459)
Income tax expense	$11,049	$18,751	$19,389

A reconciliation of the federal statutory tax rate to the effective tax rate on continuing operations applicable to income before income tax expense (benefit) follows:

	Year Ended December 31,		
	2013	2012	2011
Federal statutory rate	35.0 %	35.0 %	35.0 %
Tax effect of permanent items	0.8 %	0.4 %	2.8 %
State taxes, net of federal effect	4.0 %	1.4 %	1.7 %
Difference between foreign and U.S. rates	(0.5)%	(1.7)%	(2.5)%
Change in unrecognized tax benefits	1.1 %	(2.4)%	(1.0)%
Other	0.1 %	0.3 %	0.2 %
Effective tax rate	40.5 %	33.0 %	36.2 %

The Company’s income (loss) before tax from foreign entities was $(5.7) million, $8.0 million and $12.4 million for the years ended December 31, 2013, 2012 and 2011, respectively. The Company plans to continue to finance expansion and operating requirements of subsidiaries outside the U.S. through reinvestment of the undistributed earnings of these subsidiaries (approximately $43 million at December 31, 2013), and taxes that would result from potential distributions have not been provided. If earnings were distributed, additional taxes payable would be eliminated substantially by available tax credits arising from taxes paid outside the United States.

An uncertain tax position represents the Company’s expected treatment of a tax position taken in a filed tax return, or planned to be taken in a tax return not yet filed, that has not been reflected in measuring income tax expense for financial reporting purposes. At December 31, 2013 and 2012 the Company has recorded a liability of $2.6 million and $2.5 million, respectively, which consists of unrecognized tax benefits of $2.4 million and $2.2 million, respectively, and estimated accrued interest and penalties of $259,000 and $311,000, respectively. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. During the years ended December 31, 2013, 2012 and 2011, interest and penalties recorded in the consolidated statements of operations were $(52,000), $(50,000) and $100,000, respectively. Following is a reconciliation of the amounts of unrecognized tax benefits for the year ended December 31, 2013, 2012 and 2011 (in thousands):

	2013	2012	2011
Unrecognized tax benefits—beginning of period	$2,191	$3,508	$4,133
Gross increases in tax positions related to current year	453	551	176
Gross increases in tax positions related to prior year	233	353	338
Settlements with taxing authorities	(301)	(88)	—
Lapse of statute of limitations	(217)	(2,133)	(1,139)
Unrecognized tax benefits—end of period	$2,359	$2,191	$3,508

The balance of unrecognized tax benefits of $2.6 million and $2.5 million, as of December 31, 2013 and 2012, respectively, if recognized, would affect the effective tax rate.

The Company files income tax returns in the U.S. federal jurisdiction, and various state, local and foreign jurisdictions. The Company is generally no longer subject to examinations by tax authorities for its U.S. federal and foreign tax returns for years prior to 2010; or for its U.S. state and local tax returns for years prior to 2009. The Company believes it is reasonably possible that as much as approximately $148,000 of its unrecognized tax benefits may be recognized by the end of 2014 as a result of a lapse of the statute of limitations.

14. EMPLOYEE SAVINGS PLAN

The Company has a savings plan (the “Savings Plan”) that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the Savings Plan, participating employees may defer a portion of their pretax earnings, up to the Internal Revenue Service annual contribution limit. The Company contributed $1.2 million, $856,000, and $778,000 for the years ended December 31, 2013, 2012 and 2011, respectively, to match employee contributions to the Savings Plan.

15. SEGMENT INFORMATION

The Company changed its reportable segments during the fourth quarter of 2013 to reflect the current operating structure. Accordingly, all prior periods have been recast to reflect the current segment presentation.

The Company has five reportable segments: Tech & Clearance, Finance, Energy, Healthcare and Hospitality. The Tech & Clearance reportable segment includes the Dice.com, ClearanceJobs.com, and The IT Job Board (since the date of acquisition) services, as well as related career fairs. The Finance reportable segment includes the eFinancialCareers service worldwide. The Energy reportable segment includes the Rigzone service and related career fairs. The Healthcare reportable segment includes Health Callings, HEALTHeCAREERS and BioSpace (since the date of acquisition of HEALTHeCAREERS and BioSpace) services. The Hospitality reportable segment includes Hcareers (since the date of acquisition) and does not require recast as it was new in the year ended 2013. Management has organized its reportable segments based upon the industry verticals served. Each of the reportable segments generates revenue from sales of recruitment packages and related services.

The Company has other services and activities that individually, with the one exception noted below, are not more than 10% of consolidated revenues, operating income or total assets. These include Slashdot Media and WorkDigital and are reported in the “Corporate & Other” category, along with corporate-related costs which are not considered in a segment. Slashdot Media exceeded the 10% threshold for operating income in 2013 due to an impairment of goodwill and intangible assets of $13.5 million. Revenues and operating loss for Slashdot Media for 2013 were $15.9 million and $15.5 million, respectively. Due to the nature of this occurrence, Slashdot Media is included in the “Corporate & Other” category in the tables below.

The Company’s foreign operations are comprised of The IT Job Board operations and a portion of the eFinancialCareers and Rigzone services, which operate in Europe, the financial centers of the Gulf Region of the Middle East and Asia Pacific. The Company’s foreign operations also include Hcareers (since the date of acquisition), which operates in Canada.

The following table shows the segment information for the years ended December 31, 2013, 2012, and 2011 (in thousands):

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	2013	2012	2011
By Segment:			
Revenues:			
Tech & Clearance	$131,924	$129,185	$116,406
Finance	34,997	38,373	44,970
Energy	23,503	19,865	15,936
Healthcare	5,563	2,493	1,818
Hospitality	1,389	—	—
Corporate & Other	16,106	5,447	—
Total revenues	$213,482	$195,363	$179,130
Depreciation:			
Tech & Clearance	$5,254	$4,295	$3,852
Finance	523	607	529
Energy	119	92	98
Healthcare	729	244	208
Hospitality	45	—	—
Corporate & Other	1,395	419	52
Total depreciation	$8,065	$5,657	$4,739
Amortization:			
Tech & Clearance	$1,703	$—	$—
Finance	425	387	811
Energy	3,100	5,201	8,472
Healthcare	1,285	274	779
Hospitality	389	—	—
Corporate & Other	2,434	792	—
Total amortization	$9,336	$6,654	$10,062

	2013	2012	2011
Operating income (loss):			
Tech & Clearance	$59,975	$66,503	$58,576
Finance	6,790	10,391	17,893
Energy	6,275	2,188	(5,171)
Healthcare	(4,773)	(2,057)	(2,583)
Hospitality	(1,036)	—	—
Corporate & Other	(38,025)	(18,129)	(13,768)
Operating income	29,206	58,896	54,947
Interest expense	(1,906)	(1,314)	(1,446)
Deferred financing cost write-off	—	(765)	—
Interest income	30	83	112
Other expense	(35)	(62)	(124)
Income before income taxes	$27,295	$56,838	$53,489
Capital expenditures:			
Tech & Clearance	$8,183	$3,196	$6,815
Finance	314	1,038	513
Energy	403	34	118
Healthcare	701	254	116
Hospitality	—	—	—
Corporate & Other	1,527	1,827	369
Total capital expenditures	$11,128	$6,349	$7,931
By Geography:			
Revenues:			
U.S.	$169,662	$155,834	$136,738
Non- U.S.	43,820	39,529	42,392
Total revenues	$213,482	$195,363	$179,130
	December 31, 2013	December 31, 2012	December 31, 2011
Total assets:			
Tech & Clearance	$180,366	$175,812	$160,745
Finance	89,213	92,513	104,490
Energy	52,374	53,203	56,346
Healthcare	28,679	2,201	2,606
Hospitality	38,600	—	—
Corporate & Other	31,409	30,501	2,191
Total assets	$420,641	$354,230	$326,378

The following table shows the carrying amount of goodwill by reportable segment as of December 31, 2013 and 2012 and the changes in goodwill for the years ended (in thousands):

	Tech & Clearance	Finance	Energy	Healthcare	Hospitality	Corporate & Other	Total
Goodwill	$ 86,644	$ 70,362	$ 35,104	$ 1,445	$ —	$ 24,137	$ 217,692
Accumulated impairment losses	—	(7,213)	—	—	—	—	(7,213)
Accumulated foreign currency translation adjustments	—	(7,834)	—	—	—	299	(7,535)
Goodwill at December 31, 2012	$ 86,644	$ 55,315	$ 35,104	$ 1,445	$ —	$ 24,436	$ 202,944
Goodwill acquired during the year	9,130	—	—	6,269	17,536	—	32,935
Impairment of goodwill	—	—	—	(1,445)	—	(6,283)	(7,728)
Foreign currency translation adjustment	745	939	—	—	(80)	435	2,039
Goodwill at December 31, 2013	$ 96,519	$ 56,254	$ 35,104	$ 6,269	$ 17,456	$ 18,588	$ 230,190
Balance at December 31, 2013							
Goodwill	$ 95,774	$ 70,362	$ 35,104	$ 7,714	$ 17,536	$ 24,137	$ 250,627
Accumulated impairment losses	—	(7,213)	—	(1,445)	—	(6,283)	(14,941)
Accumulated foreign currency translation adjustments	745	(6,895)	—	—	(80)	734	(5,496)
	$ 96,519	$ 56,254	$ 35,104	$ 6,269	$ 17,456	$ 18,588	$ 230,190

Goodwill acquired during the year ended December 31, 2013 was the result of The IT Job Board and onTargetjobs acquisitions. Goodwill impairment of $6.3 million and $1.4 million was recorded during the year ended December 31, 2013 at the Slashdot Media and Health Callings reporting units, respectively, as discussed in Note 4 of the financial statements. Goodwill acquired during the year ended 2012 was the result of the Slashdot Media, WorkDigital and FINS.com acquisitions.

16. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed based on the weighted-average number of shares of common stock outstanding. Diluted EPS is computed based on the weighted-average number of shares of common stock outstanding plus common stock equivalents assuming exercise of stock options, where dilutive, except in periods where losses are presented because the effects of common stock equivalents are anti-dilutive. Options to purchase approximately 2.7 million, 1.2 million and 237,000 shares were outstanding during the years ended December 31, 2013, 2012 and 2011, respectively, but were excluded from the calculation of diluted EPS for the years then ended because the options' exercise price was greater than the average market price of the common shares. The following is a calculation of basic and diluted earnings per share and weighted-average shares outstanding (in thousands, except per share amounts):

	2013	2012	2011
Income from continuing operations—basic and diluted	$ 16,246	$ 38,087	$ 34,100
Weighted-average shares outstanding—basic	56,473	61,192	65,809
Add shares issuable upon exercise of stock options	3,003	3,412	4,244
Weighted-average shares outstanding—diluted	59,476	64,604	70,053
Basic earnings per share	$ 0.29	$ 0.62	$ 0.52
Diluted earnings per share	$ 0.27	$ 0.59	$ 0.49

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17. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of unaudited quarterly results of operations for 2013 and 2012:

	For the Three Months Ended				
	March 31	June 30	September 30	December 31	
	(in thousands, except per share amounts)				
2013					
Revenues	$50,435	$52,013	$52,616	$58,418	
Total operating expenses	38,980	39,312	41,100	63,968	
Operating income (loss)	$11,455	$12,701	$11,516	$(5,550	) [2]
Net income (loss)	$7,075	$7,973	$7,058	$(5,860	)
Basic earnings (loss) per common share	$0.12	$0.14	$0.12	$(0.11	) [1]
Diluted earnings (loss) per common share	$0.12	$0.13	$0.12	$(0.11	) [1]
2012					
Revenues	$46,132	$48,455	$48,038	$52,738	
Total operating expenses	32,237	32,776	33,331	38,123	
Operating income	$13,895	$15,679	$14,707	$14,615	
Net income	$8,619	$9,454	$11,001	$9,013	
Basic earnings per common share	$0.13	$0.15	$0.18	$0.15	[1]
Diluted earnings per common share	$0.13	$0.14	$0.17	$0.15	

[1] Due to rounding, the sum of the quarters may not equal the full year amount.

[2] Impairment of goodwill, intangible assets and fixed assets of $15.9 million was recorded during the three months ended December 31, 2013 related to the Slashdot Media and Health Callings reporting units.

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the fiscal period covered by this report.

Based on such evaluations, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have concluded that the disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act).

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

We acquired onTargetjobs in the fourth quarter of 2013. OnTargetjobs represented approximately 15% of our total assets as of December 31, 2013 and 2% of our revenues for the year ended December 31, 2013. As the acquisition occurred during 2013, the scope of our assessment of the effectiveness of internal control over financial reporting does not include onTargetjobs. This exclusion is in accordance with the SEC's general guidance that an assessment of a recently acquired business may be omitted from our scope in the year of acquisition.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Deloitte & Touche LLP has audited the Company's internal control over financial reporting as of December 31, 2013 and has issued an attestation report regarding its assessment included herein.

Changes in Internal Controls

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) occurred during the quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Dice Holdings, Inc.
New York, New York

We have audited the internal control over financial reporting of Dice Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As described in Management’s Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at onTargetJobs, which was acquired on November 7, 2013 and whose financial statements represented approximately 15% of total assets and 2% of revenues of the consolidated financial statement amounts as of and for the year ended December 31, 2013. Accordingly, our audit did not include the internal control over financial reporting at onTargetJobs. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2013 of the Company and our report dated February 14, 2014 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ Deloitte & Touche LLP

Des Moines, Iowa
February 14, 2014

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Except as set forth below, the information called for by Item 10 will be set forth in our definitive proxy statement relating to our 2014 Annual Meeting of Stockholders ("the Proxy Statement") to be filed within 120 days of the Company's fiscal year end of December 31, 2013 and is incorporated herein by reference.

Executive Officers of the Company

Set forth below is information relating to the Company's executive officers as of January 31, 2014.

Name	Age	Position
Michael P. Durney	51	President and Chief Executive Officer
John J. Roberts	47	Chief Financial Officer
Klavs Miller	44	Senior Vice President, Technology
Pam Bilash	55	Senior Vice President, Human Resources
Brian P. Campbell	49	Vice President, Business and Legal Affairs, General Counsel and Secretary
Shravan Goli	43	President, Dice
James Bennett	43	Global Managing Director—eFinancialCareers

Michael P. Durney has been President and Chief Executive Officer, as well as a director of the Company since September 2013. Mr. Durney joined our predecessor, Dice Inc., in May 2000 as the Company's Chief Financial Officer and held that position, as well as other operating roles until he became President and CEO. Previously, Mr. Durney had strategic and operational leadership responsibility for all of our industry-focused services, including eFinancialCareers, Health Callings and Rigzone, the latter of which he led since the acquisitions of our oil and gas brands in 2010. Prior to joining the Company, he held the position of Vice President and Controller of USA Networks, Inc. (now known as IAC/InterActiveCorp.) from 1998 to 2000. Mr. Durney's previous experience includes being the Chief Financial Officer of Newport Media, Inc. from 1996 to 1998, Executive Vice President, Finance of Hallmark Entertainment, Inc. from 1994 to 1996 and Vice President, Controller of Univision Television Group, Inc. from 1989 to 1994. Mr. Durney started his finance career at the accounting firm of Arthur Young & Company in 1983 and is a licensed Certified Public Accountant in the state of New York. Mr. Durney holds a B.S. degree in accounting from the State University of New York in Oswego, where he is the Chair of the Advisory Council of the School of Business and Vice Chair of the Board of Directors of the College Foundation.

John Roberts has been Chief Financial Officer since joining the Company in October 2013. He has responsibility for the Company's financial organization, including financial and strategic planning, corporate development, accounting, financial reporting, investor relations, treasury, internal audit and tax, as well as the Company's legal organization. Prior to joining the Company, Mr. Roberts was CFO of BrightLine, a provider of interactive television solutions, as well as CFO of OpenSky, Inc. and Mformation, Inc. Mr. Roberts served as the CFO of each of Right Media, Inc., an online advertising exchange until it was acquired by Yahoo! in 2007, Arbinet-thexchange, Inc., during its initial public offering and Razorfish, Inc. Mr. Roberts started his career at PricewaterhouseCoopers LLP where he served for more than a decade ultimately becoming Audit Partner. He graduated from Boston College with a B.S. degree in Accounting.

Klavs Miller has been Senior Vice President, Technology since January 2014, after joining the Company through its acquisition of onTargetjobs where Mr. Miller served as the Chief Information Officer since 2011. He oversees the Company's technology-related functions, including enterprise R&D, operations, support and infrastructure. Mr. Miller started his career as a software engineer in the early 1990s, followed by various technical and management positions with international ERP company, Baan. Since then, he has held a number of senior management positions with various technology and software companies, such as InfoNow, Vericept and Quark. He holds a B.S. in Electrical Engineering from Vestjysk Teknikum, Denmark.

Pam Bilash has been the Senior Vice President, Human Resources since January 2014, having joined the Company through its acquisition of onTargetjobs where she led the Human Resources team as Executive Vice President since 2009. Ms. Bilash worked for Thomson Reuters in roles of increasing responsibility, culminating as Senior Vice President of human resources for the healthcare group. Ms. Bilash is a graduate of the University of Hartford.

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Brian P. Campbell has been our Vice President, General Counsel and Corporate Secretary since joining our predecessor, Dice Inc., in January 2000 and has been Vice President, Business and Legal Affairs since June 2003. Mr. Campbell is responsible for managing our legal affairs, including intellectual property, mergers and acquisitions, strategic alliances, corporate securities, real estate, litigation and employment law, as well as supervising outside counsel. Mr. Campbell also oversees our privacy initiatives. Prior to joining the Company, Mr. Campbell served as Vice President, General Counsel and Corporate Secretary at CMP Media, where he worked since 1995. From 1988 to 1995, Mr. Campbell worked as a Corporate Associate at the law firm of Mudge, Rose, Guthrie, Alexander and Ferdon. He earned a J.D. from St. John's University School of Law and a B.A. from the University of Virginia.
Shravan Goli has been the President of Dice since joining the Company in March 2013. Mr. Goli is responsible for executing the growth strategy for Dice.com, ClearanceJobs and the Slashdot Media brands. Before joining the Company, Mr. Goli served as Chief Executive Officer of Dictionary.com which he joined in late 2009 as President. Earlier in 2009, Mr. Goli was General Manager ("GM") for Social Media Business at Slide, Inc. and at Yahoo!, Mr. Goli served as GM for Yahoo! Video and as Head of Products for Yahoo! Finance from 2005 to 2009. Earlier in his career, Mr. Goli was at Microsoft from 1995 to 2005, where he started out as an early member of the MSN.com team and led the launch of several MSN services and subsequently held roles of increasing responsibility in the home and entertainment division and the business solutions group. In addition, Mr. Goli was a co-founder of Corners.in, a content-centric social networking service. Mr. Goli holds an M.B.A. from the University of Washington and an M.S. in Computer Science from the University of Maryland.
James Bennett is the Global Managing Director of eFinancialCareers. He was named to his current post in January 2012 and is responsible for charting the strategic direction for eFinancialCareers worldwide. Mr. Bennett has held roles of increasing responsibility after joining the Company in 2004, including leading web development, sales, customer relationship teams and general management in Europe and Asia-Pacific during his first eight years with the Company. He was named COO of eFinancialCareers in October 2004, became Managing Director for EMEA in January 2006 and assumed responsibility for Asia-Pacific in January 2008. Prior to joining the Company, Mr. Bennett was CTO of Virgin Wines (part of the Virgingroup), Operations Director at Thestreet.co.uk, and Ecommerce Manager at UBS. Mr. Bennett holds a BA in Accounting and Finance from the University of the West of England and a Post Graduate Diploma in Law from The College of Law.
We have adopted a code of conduct and ethics that applies to all of our directors, officers and employees, including or chief executive officer, chief financial officer and persons performing similar functions. Our code of conduct and ethics is posted on the investor relations section of our website at www.diceholdingsinc.com.

Item 11. Executive Compensation

The information called for by Item 11 pertaining to executive compensation will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information called for by Item 12 pertaining to security ownership of certain beneficial owners and management will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by Item 13 pertaining to certain relationships and related transactions will be set forth in the Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services

The information called for by Item 14 pertaining to principal accounting fees and services will be set forth in the Proxy Statement and is incorporated herein by reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statement Schedules
The consolidated financial statements are listed under Item 8 of this Annual Report on Form 10-K.
2. Financial Statement Schedules.
See (b) below.
3. Exhibits.

3.1	Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
3.2	Amended and Restated By-laws (incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.1	Specimen Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 22, 2007).
4.2	Second Amended and Restated Shareholders Agreement, dated as of July 23, 2007, by and between Dice Holdings, Inc. and the eFG Shareholders named therein (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.3	Institutional and Management Shareholders Agreement, dated as of July 23, 2007, by and among Dice Holdings, Inc., the Quadrangle Entities named therein, the General Atlantic Entities named therein and the Management Shareholders named therein (incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.4	Amendment No. 1 to Second Amended and Restated Shareholders Agreement, dated as of February 4, 2008, by and among Dice Holdings, Inc. and the eFG Shareholders named therein (incorporated by reference from Exhibit 4.4 to the Company's Annual Report on Form 10-K (File No. 001-33584) filed on March 25, 2008).
4.5	Credit Agreement dated as of June 14, 2012, among Dice Holdings, Inc., Dice Inc. and Dice Career Solutions, Inc., as Borrowers, the various lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, Keybank National Association as documentation agent, J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as joint bookrunners, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keybank National Association as joint lead arrangers (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on July 25, 2012 with the Securities and Exchange Commission).
10.1	The Dice Holdings, Inc. 2005 Omnibus Stock Plan (the "2005 Stock Plan") (incorporated by reference from Exhibit 10.14 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on May 18, 2007).
10.2	Form of Stock Option Award Agreement under the 2005 Stock Plan (incorporated by reference from Exhibit 10.15 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on May 18, 2007).
10.3	The Dice Holdings, Inc. 2007 Equity Award Plan (the "2008 Equity Plan") (incorporated by reference from Exhibit 10.16 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333- 141876) filed on May 18, 2007).
10.4	

	Form of Stock Award Agreement under the 2007 Equity Plan (incorporated by reference from Exhibit 10.11 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 8, 2007).
10.5	The Dice Holdings, Inc. 2012 Omnibus Equity Award Plan (the "2012 Equity Plan") (incorporated by reference from Exhibit 10.1 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).
10.6	Form of Stock Option Award Agreement under the 2012 Equity Plan (incorporated by reference from Exhibit 10.2 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).
10.7	Form of Restricted Stock Award Agreement under the 2012 Equity Plan (incorporated by reference from Exhibit 10.3 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).
10.8	The Dice Holdings, Inc. Executive Cash Incentive Plan (incorporated by reference from Exhibit 10.12 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 8, 2007).

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10.9	Employment Agreement, dated as of October 25, 2002, and amended as of July 1, 2003 and July 9, 2005, between Dice Inc. and Scot W. Melland (incorporated by reference from Exhibit 10.3 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.10	Employment Agreement, dated as of April 20, 2000, and amended as of March 1, 2001, between Earthweb Inc. and Michael P. Durney (incorporated by reference from Exhibit 10.4 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.11	Employment Agreement, dated as of January 31, 2000, and amended as of March 1, 2001, between Earthweb Inc. and Brian Campbell (incorporated by reference from Exhibit 10.7 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.12	Employment Agreement, dated as of June 20, 2005 between eFinancialCareers Limited and John Benson (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended on March 31, 2008 (File No. 001-33584) filed on May 7, 2008).
10.13	Employment Agreement dated as of February 27, 2012 between Dice Inc. and Bennett Smith (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on April 25, 2012 with the Securities and Exchange Commission).
10.14	Employment Agreement dated as of November 16, 2004, and amended as of July 1, 2011 between eFinancialCareers Limited and James Bennett (incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on April 25, 2012 with the Securities and Exchange Commission).
10.15	Separation Agreement dated as of July 29, 2013 between Dice Holdings, Inc., Dice Inc. and Scot W. Melland (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.16	Amendment to Employment Agreement dated as of July 29, 2013 between Dice Inc., Dice Holdings, Inc. and Michael P. Durney (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.17	Employment Agreement dated as of October 9, 2013 between Dice Inc. and John Roberts (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.18*	Credit Agreement dated as of October 28, 2013 among Dice Holdings, Inc., Dice Inc., Dice Career Solutions, Inc., as Borrowers, the lenders from time to time party hereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent and Keybank national Association, as Documentation Agent.
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
31.1*	Certifications of Michael Durney, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of John Roberts, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications of Michael Durney, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certifications of John Roberts, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.

101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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* Filed herewith.

(b) Financial Statement Schedules.

	Page
Schedule I—Financial Information of the Parent Company	91
Schedule II—Consolidated Valuation and Qualifying Accounts	96

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SCHEDULE I
DICE HOLDINGS, INC.
FINANCIAL INFORMATION OF PARENT COMPANY
CONDENSED BALANCE SHEETS
As of December 31, 2013 and 2012
(in thousands, except per share data)

	2013	2012
ASSETS		
Cash and cash equivalents	$20	$5,062
Investments	—	2,201
Investment in subsidiaries	627,913	518,601
Total assets	$627,933	$525,864
LIABILITIES AND STOCKHOLDERS' EQUITY		
Notes payable to subsidiaries	$460,121	$335,226
Interest payable to subsidiaries	—	—
Total liabilities	460,121	335,226
Stockholders' equity		
Convertible preferred stock, $.01 par value, authorized 20,000 shares; issued and outstanding: 0 shares	—	—
Common stock, $.01 par value, authorized 240,000; issued 73,414 and 71,047 shares, respectively; outstanding: 54,634 and 58,958 shares, respectively	734	710
Additional paid-in capital	309,087	294,747
Accumulated other comprehensive loss	(6,114)	(9,294)
Accumulated earnings	32,832	16,586
Treasury stock, 18,780 and 12,090 shares, respectively	(168,727)	(112,111)
Total stockholders' equity	167,812	190,638
Total liabilities and stockholders' equity	$627,933	$525,864

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SCHEDULE I
DICE HOLDINGS, INC.
FINANCIAL INFORMATION OF PARENT COMPANY
CONDENSED STATEMENTS OF OPERATIONS
For the years ended December 31, 2013, 2012 and 2011
(in thousands)

	2013	2012	2011
Revenues:			
Equity in earnings of subsidiaries from operations	$15,823	$38,135	$34,249
Operating income	15,823	38,135	34,249
General and administrative	(11)	(14)	(10)
Interest expense	(59)	(59)	(150)
Interest income	475	—	—
Other income	18	25	11
Net income	$16,246	$38,087	$34,100

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SCHEDULE I

DICE HOLDINGS, INC.
FINANCIAL INFORMATION OF PARENT COMPANY
CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2013, 2012, and 2011
(in thousands)

	For the year ended December 31,		
	2013	2012	2011
Net income	$16,246	$38,087	$34,100
Foreign currency translation adjustment	3,186	2,752	(19)
Unrealized gains (losses) on investments, net of tax of ($3), $3 and $1	(6)	6	2
Total other comprehensive income (loss)	3,180	2,758	(17)
Comprehensive income	$19,426	$40,845	$34,083

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SCHEDULE I
DICE HOLDINGS, INC.
FINANCIAL INFORMATION OF PARENT COMPANY
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended December 31, 2013, 2012 and 2011
(in thousands except per share amounts)

	Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
	Shares Issued	Amount	Shares Issued	Amount					
Balance at January 1, 2011	—	$—	65,952	$660	$256,246	$(11,043)	$ (55,601)	$ (12,035)	$178,227
Net income							34,100		34,100
Other comprehensive loss								(17)	(17)
Stock based compensation					4,676				4,676
Excess tax benefit over book expense from stock options exercised					7,762				7,762
Restricted stock issued			480	4					4
Restricted stock forfeited or withheld to satisfy tax obligations			(17)	—		(171)			(171)
Proceeds from sale of common stock			868	9	11,934				11,943
Purchase of treasury stock related to option exercises						(11,943)			(11,943)
Purchase of treasury stock under stock repurchase plan						(19,921)			(19,921)
Exercise of common stock options			2,081	21	4,535				4,556
Balance at December 31, 2011	—	—	69,364	694	285,153	(43,078)	(21,501)	(12,052)	209,216
Net income							38,087		38,087
Other comprehensive income								2,758	2,758
Stock based compensation					6,130				6,130
Excess tax benefit over book expense from stock options exercised					998				998

Restricted stock issued			972	9					9
Restricted stock forfeited or withheld to satisfy tax obligations			(62)	(1)		(423)			(424)
Purchase of treasury stock under stock repurchase plan						(68,610)			(68,610)
Exercise of common stock options			773	8	2,466				2,474
Balance at December 31, 2012	—	—	71,047	710	294,747	(112,111)	16,586	(9,294)	190,638
Net income							16,246		16,246
Other comprehensive income								3,180	3,180
Stock based compensation					8,131				8,131
Excess tax benefit over book expense from stock options exercised					2,868				2,868
Restricted stock issued			1,116	11					11
Restricted stock forfeited or withheld to satisfy tax obligations			(438)	(4)		(1,200)			(1,204)
Purchase of treasury stock under stock repurchase plan						(55,416)			(55,416)
Exercise of common stock options			1,689	17	3,341				3,358
Balance at December 31, 2013	—	$—	73,414	$734	$309,087	$(168,727)	$ 32,832	$ (6,114)	$167,812

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SCHEDULE I
DICE HOLDINGS, INC.
FINANCIAL INFORMATION OF PARENT COMPANY
CONDENSED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2013, 2012, and 2011
(in thousands)

	2013	2012	2011
Cash flows from operating activities:			
Net income	$16,246	$38,087	$34,100
Adjustments to reconcile net income to net cash from operating activities:			
Equity in earnings of operations	(15,823)	(38,135)	(34,249)
Change in interest payable	(416)	59	150
Payment of Rigzone acquisition contingency	—	—	(4,660)
Other	10	19	21
Net cash from operating activities	17	30	(4,638)
Cash flows from investing activities:			
Purchase of investments	(3)	(1,744)	(4,988)
Sales of investments	2,194	4,507	2,150
Acquisition of onTargetjobs	(52,708)	—	—
Net cash from investing activities	(50,517)	2,763	(2,838)
Cash flows from financing activities:			
Proceeds from notes payable to subsidiaries	57,482	70,643	36,738
Payments on notes payable to subsidiaries	(14,043)	(4,345)	(12,777)
Proceeds from long-term debt	52,708	—	—
Proceeds from sale of common stock	—	—	11,943
Purchase of treasury stock related to stock options	—	—	(11,943)
Payments under stock repurchase plan	(55,711)	(68,220)	(19,462)
Proceeds from stock option exercises	3,358	2,474	4,556
Payment of acquisition related contingencies	—	—	(8,050)
Excess tax benefit on stock option exercises	2,868	998	7,762
Other	(1,204)	(423)	(171)
Net cash from financing activities	45,458	1,127	8,596
Net change in cash and cash equivalents for the year	(5,042)	3,920	1,120
Cash and cash equivalents, beginning of year	5,062	1,142	22
Cash and cash equivalents, end of year	$20	$5,062	$1,142

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SCHEDULE II
DICE HOLDINGS, INC.
CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS
As of December 31, 2011, 2012 and 2013
(in thousands)

Column A	Column B Balance at Beginning of Period	Column C Charged to Income	Column D Deductions (1)	Column E Balance at End of Period
Description				
Reserves Deducted From Assets to Which They Apply:				
Reserve for uncollectible accounts receivable:				
Year ended December 31, 2011	$1,308	$475	$(268)	$1,515
Year ended December 31, 2012	1,515	623	(43)	2,095
Year ended December 31, 2013	2,095	1,892	(1,268)	2,719
Reserve for deferred tax assets:				
Year ended December 31, 2011	$807	$—	$—	$807
Year ended December 31, 2012	807	—	—	807
Year ended December 31, 2013	807	(807)	—	—
Reserve for unrecognized tax benefits:				
Year ended December 31, 2011	$4,394	$176	$(701)	3,869
Year ended December 31, 2012	3,869	551	(1,918)	2,502
Year ended December 31, 2013	2,502	453	(337)	2,618

(1) Includes an adjustment for changes in exchange rates during the year

See notes to the Dice Holdings, Inc. consolidated financial statements included elsewhere herein.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 14, 2014

DICE HOLDINGS, INC.
By: /S/ MICHAEL P. DURNEY
Michael P. Durney
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/S/ MICHAEL P. DURNEY Michael P. Durney	President, Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2014
/S/ JOHN J. ROBERTS John J. Roberts	Chief Financial Officer (Principal Financial and Accounting Officer)	February 14, 2014
/S/ JOHN W. BARTER John W. Barter	Director	February 14, 2014
/S/ H. RAYMOND BINGHAM H. Raymond Bingham	Director	February 14, 2014
/S/ PETER EZERSKY Peter Ezersky	Chairman and Director	February 14, 2014
/S/ DAVID S. GORDON David S. Gordon	Director	February 14, 2014
David C. Hodgson	Director	February 14, 2014
/S/ GOLNAR SHEIKHOLESLAMI Golnar Sheikholeslami	Director	February 14, 2014
/S/ SCOT W. MELLAND Scot W. Melland	Director	February 14, 2014
Brian Schipper	Director	February 14, 2014

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EXHIBIT INDEX

3.1	Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
3.2	Amended and Restated By-laws (incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.1	Specimen Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 22, 2007).
4.2	Second Amended and Restated Shareholders Agreement, dated as of July 23, 2007, by and between Dice Holdings, Inc. and the eFG Shareholders named therein (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.3	Institutional and Management Shareholders Agreement, dated as of July 23, 2007, by and among Dice Holdings, Inc., the Quadrangle Entities named therein, the General Atlantic Entities named therein and the Management Shareholders named therein (incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).
4.4	Amendment No. 1 to Second Amended and Restated Shareholders Agreement, dated as of February 4, 2008, by and among Dice Holdings, Inc. and the eFG Shareholders named therein (incorporated by reference from Exhibit 4.4 to the Company's Annual Report on Form 10-K (File No. 001-33584) filed on March 25, 2008).
4.5	Credit Agreement dated as of June 14, 2012, among Dice Holdings, Inc., Dice Inc. and Dice Career Solutions, Inc., as Borrowers, the various lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, Keybank National Association as documentation agent, J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as joint bookrunners, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keybank National Association as joint lead arrangers (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on July 25, 2012 with the Securities and Exchange Commission).
10.1	The Dice Holdings, Inc. 2005 Omnibus Stock Plan (the "2005 Stock Plan") (incorporated by reference from Exhibit 10.14 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on May 18, 2007).
10.2	Form of Stock Option Award Agreement under the 2005 Stock Plan (incorporated by reference from Exhibit 10.15 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on May 18, 2007).
10.3	The Dice Holdings, Inc. 2007 Equity Award Plan (the "2008 Equity Plan") (incorporated by reference from Exhibit 10.16 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (File No. 333- 141876) filed on May 18, 2007).
10.4	Form of Stock Award Agreement under the 2007 Equity Plan (incorporated by reference from Exhibit 10.11 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 8, 2007).
10.5	The Dice Holdings, Inc. 2012 Omnibus Equity Award Plan (the "2012 Equity Plan") (incorporated by reference from Exhibit 10.1 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).
10.6	

	Form of Stock Option Award Agreement under the 2012 Equity Plan (incorporated by reference from Exhibit 10.2 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).
10.7	Form of Restricted Stock Award Agreement under the 2012 Equity Plan (incorporated by reference from Exhibit 10.3 to the Company's Registration Statement on Form S-8 (File No. 333-182756) filed on July 19, 2012).

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10.8	The Dice Holdings, Inc. Executive Cash Incentive Plan (incorporated by reference from Exhibit 10.12 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 8, 2007).
10.9	Employment Agreement, dated as of October 25, 2002, and amended as of July 1, 2003 and July 9, 2005, between Dice Inc. and Scot W. Melland (incorporated by reference from Exhibit 10.3 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.10	Employment Agreement, dated as of April 20, 2000, and amended as of March 1, 2001, between Earthweb Inc. and Michael P. Durney (incorporated by reference from Exhibit 10.4 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.11	Employment Agreement, dated as of January 31, 2000, and amended as of March 1, 2001, between Earthweb Inc. and Brian Campbell (incorporated by reference from Exhibit 10.7 to Amendment No. 6 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on July 11, 2007).
10.12	Employment Agreement, dated as of June 20, 2005 between eFinancialCareers Limited and John Benson (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended on March 31, 2008 (File No. 001-33584) filed on May 7, 2008).
10.13	Employment Agreement dated as of February 27, 2012 between Dice Inc. and Bennett Smith (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on April 25, 2012 with the Securities and Exchange Commission).
10.14	Employment Agreement dated as of November 16, 2004, and amended as of July 1, 2011 between eFinancialCareers Limited and James Bennett (incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. (001-33584) filed on April 25, 2012 with the Securities and Exchange Commission).
10.15	Separation Agreement dated as of July 29, 2013 between Dice Holdings, Inc., Dice Inc. and Scot W. Melland (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.16	Amendment to Employment Agreement dated as of July 29, 2013 between Dice Inc., Dice Holdings, Inc. and Michael P. Durney (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.17	Employment Agreement dated as of October 9, 2013 between Dice Inc. and John Roberts (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-33584) filed on October 29, 2013).
10.18*	Credit Agreement dated as of October 28, 2013 among Dice Holdings, Inc., Dice Inc., Dice Career Solutions, Inc., as Borrowers, the lenders from time to time party hereto, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent and Keybank national Association, as Documentation Agent.
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
31.1*	Certifications of Michael Durney, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of John Roberts, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications of Michael Durney, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certifications of John Roberts, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.

101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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* Filed herewith