

DICE HOLDINGS, INC.
Form 4
February 24, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
QCP GP Investors II LLC

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O QUADRANGLE GROUP
LLC, 375 PARK AVENUE
(Street)

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

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10152

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.01 | 02/22/2011 | | S | 3,548,238 D \$ 14.25 | 12,763,360 I | | See Footnotes (1) (2) |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QCP GP Investors II LLC C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Quadrangle GP Investors II LP C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Quadrangle Capital Partners II L P 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Quadrangle Select Partners II L P 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| QUADRANGLE CAPITAL PARTNERS II-A L P 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |

Signatures

/s/ Peter Ezersky, Managing Principal

02/22/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 22, 2011, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP sold respectively 3,096,449, 82,834 and 368,955 shares of Common Stock. Following these sales, Quadrangle GP Investors II LP, Quadrangle

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Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP directly owned respectively 39,625, 11,103,652, 297,041 and 1,323,042 shares of Common Stock reported as beneficially owned in the above table.

- (2) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of the Quadrangle Funds. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the issuer reported herein that are beneficially owned by each of Quadrangle GP Investors II LP, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP, except to the extent of each of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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