

HODGSON DAVID C  
 Form 5  
 February 08, 2011

**FORM 5**

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 HODGSON DAVID C

(Last) (First) (Middle)

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

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/15/2010	^	G	24,700 D	\$ 0 0	D	^
Common Stock	^	^	^	^ ^ ^	16,189,093 (1)	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 2270 (9-02)

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

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

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

HODGSON DAVID C  
C/O GENERAL ATLANTIC SERVICE COMPANY,LLC  
3 PICKWICK PLAZA  
GREENWICH, CT 06830

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## Signatures

/s/ David C.  
Hodgson

02/08/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

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

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

Represents (i) 10,425,383 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 990,207 shares owned by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 2,166 shares owned by GAP Coinvestments CDA, L.P. ("CDA"); (iv) 281,884 shares owned by GapStar, LLC ("GapStar"); (v) 3,378,510 shares owned by GAP-W Holdings, L.P. ("GAP-W"); (vi) 881,131 shares owned by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 204,266 shares owned by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 25,546 shares owned by GAPCO GmbH & Co. KG ("KG").

(1) General Atlantic LLC ("GA") is the general partner of each of General Atlantic GenPar, L.P. ("GA GenPar"), GAP 79, and CDA. GA GenPar is the general partner of GA 84 and GAP-W. The officers of GapStar and managing members of GAPCO III and GAPCO IV are managing directors of GA. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The managing directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Hodgson is a Managing Director of GA and a Managing Member of GAPCO II, GAPCO IV and GapStar. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.