

DICE HOLDINGS, INC.
Form SC 13D/A
February 24, 2011

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Dice Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

253017107
(CUSIP Number)

Thomas J. Murphy
c/o General Atlantic Service Company, LLC
3 Pickwick Plaza
Greenwich, Connecticut 06830
Tel. No.: (203) 629-8600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

February 22, 2011
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 26 Pages)

CUSIP No.
253017107

Page 2 of 26 Pages

1 NAME OF REPORTING PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

12,599,895

OWNED BY EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

12,599,895

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,599,895

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

x

See Item 6.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No.
253017107

Page 3 of 26 Pages

1 NAME OF REPORTING PERSON

General Atlantic Partners 79, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

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NUMBER OF SHARES

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See Item 6.

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19.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

Page 4 of 26 Pages

1 NAME OF REPORTING PERSON

General Atlantic Partners 84, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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Delaware

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NUMBER OF SHARES

-0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON

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See Item 6.

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19.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

Page 5 of 26 Pages

1 NAME OF REPORTING PERSON

GAP-W Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON

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See Item 6.

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14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

Page 6 of 26 Pages

1 NAME OF REPORTING PERSON

GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

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Delaware

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NUMBER OF
SHARES
BENEFICIALLY

-0-

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OWNED BY
EACH
REPORTING
PERSON

12,599,895

9 SOLE DISPOSITIVE POWER

WITH

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x

See Item 6.

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19.1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No.
253017107

Page 7 of 26 Pages

- 1 NAME OF REPORTING PERSON
GAP Coinvestments CDA, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | | |
|--------------|----|--------------------------|------------|
| | 7 | SOLE VOTING POWER | |
| NUMBER OF | | | -0- |
| SHARES | 8 | SHARED VOTING POWER | |
| BENEFICIALLY | | | 12,599,895 |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER | |
| EACH | | | -0- |
| REPORTING | 10 | SHARED DISPOSITIVE POWER | |
| PERSON | | | 12,599,895 |
| WITH | | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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