

DICE HOLDINGS, INC.
Form 4
July 13, 2010

FORM 4

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

OMB APPROVAL

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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)
375 PARK AVENUE, 14TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2010

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

(Street)
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
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01 | 07/09/2010 | | J ⁽¹⁾ | 3,130 D | \$ 0 22,639,925 | I | See Footnotes (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QCP GP Investors II LLC 375 PARK AVENUE, 14TH FLOOR NEW YORK, NY 10152 | | X | | |
| Quadrangle GP Investors II LP 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Quadrangle Capital 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 | | |
| Quadrangle Select Partners II L P 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |

Signatures

/s/ Peter Ezersky, Managing Member 07/13/2010

**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).

This Form 4 is being filed to report an in kind distribution of 3,130 shares of common stock, par value \$0.01, of Dice Holdings, Inc. from

(1) Quadrangle GP Investors II LP to its general partner, QCP GP Investors II LLC (the "General Partner") and subsequently to David A. Tanner.

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- (2) Includes 39,625 shares held by Quadrangle GP Investors II LP, 19,722,658 shares held by Quadrangle Capital Partners II LP, 527,611 shares held by Quadrangle Select Partners II LP and 2,350,031 shares held by Quadrangle Capital Partners II-A LP.

- QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of Quadrangle
(3) Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein in Table I, except to the extent 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. 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.