

DICE HOLDINGS, INC.

Form 4

April 02, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gordon David

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 1040
AVENUE OF THE AMERICAS,
8TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DICE HOLDINGS, INC. [DHX]

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

03/31/2015

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 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	03/31/2015		M	44,800	A \$ 8.09	295,042	D
Common Stock	03/31/2015		S ⁽¹⁾	44,800	D \$ 8.91 (2)	250,242	D
Common Stock	04/01/2015		M	15,000	A \$ 8.09	265,242	D
Common Stock	04/01/2015		S ⁽¹⁾	15,000	D \$ 8.85 (3)	250,242	D

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Common Stock	04/02/2015	M	10,200	A	\$ 8.09	260,442	D
Common Stock	04/02/2015	<u>S</u> ⁽¹⁾	10,200	D	\$ 8.87 <u>(4)</u>	250,242	D

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.09	03/31/2015		M	44,800	<u>(5)</u> 04/18/2015	Common Stock 44,800
Employee Stock Option (Right to Buy)	\$ 8.09	04/01/2015		M	15,000	<u>(5)</u> 04/18/2015	Common Stock 15,000
Employee Stock Option (Right to Buy)	\$ 8.09	04/02/2015		M	10,200	<u>(5)</u> 04/18/2015	Common Stock 10,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Gordon David
C/O DICE HOLDINGS, INC.
1040 AVENUE OF THE AMERICAS, 8TH FLOOR
NEW YORK, NY 10018

Signatures

/s/ David
Gordon

04/02/2015

__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) These shares were sold pursuant to a Rule 10b5-1 trading plan.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.82 to \$8.96. Upon request of the staff of the Securities and Exchange Commission, Dice Holdings, Inc. (the "Company")

(2) or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.81 to \$9.01. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3)

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.78 to \$8.94. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4)

(5) This grant of employee stock options has fully vested and is currently exercisable.

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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