

DICE HOLDINGS, INC.

Form 4

December 03, 2007

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

375 PARK AVENUE, 14TH
FLOOR

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 12/03/2007 | | J ⁽¹⁾ | | 1,453 | D | \$ 0 |
| | | | | | 20,782,185 | 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
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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 Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 14TH FLOOR NEW YORK, NY 10152 | X |
| Quadrangle Capital Partners II L P 375 PARK AVE 14TH FLOOR NEW YORK, NY 10152 | X |
| Quadrangle Select Partners II L P 375 PARK AVE 14TH FLOOR NEW YORK, NY 10152 | X |
| QUADRANGLE CAPITAL PARTNERS II-A L P 375 PARK AVE 14TH FLOOR NEW YORK, NY 10152 | X |

Signatures

/s/ Steven Rattner, Managing
Member 12/03/2007

__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 December 03, 2007 Quadrangle GP Investors II LP made a pro rata distribution without the payment of consideration of 1,453 shares of Common Stock of Dice Holdings Inc. ("Shares") to QCP GP Investors II LLC, which is the general partner of Quadrangle GP Investors II LP. Immediately thereafter, Quadrangle GP Investors LLC made a pro rata distribution without payment of consideration of 1,453 Shares to Andrew Herenstein, a member of Quadrangle GP Investors LLC, for further transfer to a charitable organization.

(2) Includes 42,755 Shares currently held by Quadrangle GP Investors II LP, 18,166,539 Shares currently held by Quadrangle Capital Partners II LP, 487,301 Shares currently held by Quadrangle Select Partners II LP and 2,085,590 Shares currently held by Quadrangle Capital Partners II-A LP.

(3) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of Quadrangle 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 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.

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.