

HODGSON DAVID C
Form 4
May 17, 2011

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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(Print or Type Responses)

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. Date of Earliest Transaction
(Month/Day/Year)
05/13/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		S	4,000,000 (1)	D \$ 15.88	8,599,895 (2)	I See footnotes (2) (3)
Common Stock	05/13/2011		J(4)	46,070	D \$ 0	8,553,825	I See footnotes (3) (5)

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. 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

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

X

Signatures

/s/ David C.
Hodgson

05/17/2011

__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 the following sales of common stock on May 13, 2011: (i) 2,605,571 shares by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 247,478 shares by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 541 shares by GAP Coinvestments CDA, L.P. ("CDA"); (iv) 70,450 shares by GapStar, LLC ("GapStar"); (v) 844,378 by GAP-W Holdings, L.P. ("GAP-W"); (vi) 174,147 shares by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 51,051 shares by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 6,384 shares by GAPCO GmbH & Co. KG ("KG").

Represents (i) 5,508,455 shares owned by GAP 79; (ii) 523,196 shares owned by GAP 84; (iii) 1,145 shares owned by CDA; (iv) 148,939 shares owned by GapStar; (v) 1,785,101 shares owned by GAP-W; (vi) 511,633 shares owned by GAPCO III; (vii) 107,928 shares owned by GAPCO IV; and (viii) 13,498 shares owned by KG.

(3) 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

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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.

- (4) Distribution of shares for no consideration to members of GAP Coinvestments III, LLC.
- (5) Represents the shares held by GAP 79, GAP 84, CDA, GapStar, GAP-W, GAPCO III, GAPCO IV and KG after giving effect to the distribution described in footnote (4) above.

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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