GAPCO GMBH & CO KG

Form 4

February 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GAPCO GMBH & CO KG

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

below)

X__ 10% Owner X_ Other (specify

C/O GENERAL ATLANTIC GMBH. KOENIGSALLEE 62

4. If Amendment, Date Original

Filed(Month/Day/Year)

S

(Month/Day/Year)

02/22/2011

6. Individual or Joint/Group Filing(Check

See Remarks

Officer (give title

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DUSSELDORF, 2M 40212

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

V Amount (D) Price

Common Stock

02/22/2011

5,664 D 19,882 14.25

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber Expiration Date		Amount of		Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Bene		
	Derivative				Securities	Securities		(Instr. 3 and 4)			Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable Date	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Dalatianshir

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GAPCO GMBH & CO KG							
C/O GENERAL ATLANTIC GMBH		X		See Remarks			
KOENIGSALLEE 62	Λ			See Kelliaiks			
DUSSELDORF, 2M 40212							

Signatures

/s/ Thomas J. Murphy, Procuration Officer of GAPCO Management GmbH, its general partner

02/24/2011

**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).

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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.

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