

DICE HOLDINGS, INC.  
Form 4  
April 02, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2015		M		44,800	A	\$ 8.09
Common Stock	03/31/2015		S <sup>(1)</sup>		44,800	D	\$ 8.91
Common Stock	04/01/2015		M		15,000	A	\$ 8.09
Common Stock	04/01/2015		S <sup>(1)</sup>		15,000	D	\$ 8.85

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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> <sup>(1)</sup>	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	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	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	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

(2) ranged from \$8.82 to \$8.96. Upon request of the staff of the Securities and Exchange Commission, Dice Holdings, Inc. (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.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

(3) 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.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

(4) 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.

(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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