

DICE HOLDINGS, INC.

Form 4

February 21, 2008

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)

02/19/2008

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	02/19/2008		P		1,000,000 (1)	A \$ 6.3	21,739,440 (2)	I	See Footnote (3)
Common Stock	02/21/2008		P		310,870 (4)	A \$ 6.3	22,050,310	I	See Footnote (3)
Common Stock	02/21/2008		P		550,000 (4)	A \$ 6.55	22,600,310 (5)	I	See Footnote (3)

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

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(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)	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

02/21/2008

 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) Represents the following purchases of common stock on February 19, 2008: (i) 742,851 shares by General Atlantic Partners 84, L.P. ("GAP 84"); (ii) 203,384 shares by GAP-W Holdings, L.P. ("GAP-W"); (iii) 2,500 shares by GapStar, LLC ("GapStar"); (iv) 1,800 shares by GAPCO GmbH & Co. KG ("KG"); (v) 1,625 shares by GAP Coinvestments CDA, L.P. ("CDA"); (vi) 38,355 shares by GAP Coinvestments III, LLC ("GAPCO III"); and (vii) 9,485 shares by GAP Coinvestments IV, LLC ("GAPCO IV").

(2) Represents (i) 14,554,051 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 742,851 shares owned by GAP 84; (iii) 4,541,383 shares owned by GAP-W; (iv) 391,365 shares owned by GapStar; (v) 34,112 shares owned by KG; (vi) 1,625 shares owned by CDA; (vii) 1,197,059 shares owned by GAPCO III and (viii) 276,994 shares owned by GAPCO IV as of February 19, 2008.

(3)

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General Atlantic LLC ("General Atlantic") is the general partner of GAP 79, GAP 84, GAP-W and CDA. General Atlantic is also the sole member of GapStar. The managing members of GAPCO III and GAPCO IV are Managing Directors of General Atlantic. GAPCO Management GmbH ("GmbH Management") is the general partner 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 is a Managing Director of General Atlantic and a Managing Member of GAPCO III and GAPCO IV. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.

The following purchases of common stock were made on February 21, 2008: (i) 639,498 shares by GAP 84; (ii) 175,087 shares by

- (4) GAP-W; (iii) 2,152 shares by GapStar; (iv) 1,550 shares by KG; (v) 1,399 shares by CDA; (vi) 33,018 shares by GAPCO III and (vii) 8,166 shares by GAPCO IV.

Represents (i) 14,554,051 shares owned by GAP 79; (ii) 1,382,349 shares owned by GAP 84; (iii) 4,716,470 shares owned by GAP-W;

- (5) (iv) 393,517 shares owned by GapStar; (v) 35,662 shares owned by KG; (vi) 3,024 shares owned by CDA; (vii) 1,230,077 shares owned by GAPCO III and (viii) 285,160 shares owned by GAPCO IV as of February 21, 2008.

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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