

MONSTER WORLDWIDE INC
Form SC 13G/A
October 03, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Monster Worldwide Inc

(Name of Issuer)

Common

(Title of Class of Securities)

611742107

(CUSIP Number)

September 29, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 611742107

1 NAME OF REPORTING PERSON
 Sarasin & Partners LLP

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
n/a

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
United Kingdom

| | | |
|--|---|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 5,996,907 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 5,996,907 |
| | 8 | SHARED DISPOSITIVE POWER 0 |

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
5,996,907

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.6191%

12 TYPE OF REPORTING PERSON
IA

CUSIP No.: 611742107

ITEM 1(a). NAME OF
ISSUER:
Monster
Worldwide Inc

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL

EXECUTIVE
OFFICES:

622 Third Ave
39th Fl
New York, NY
10017

ITEM 2(a). NAME OF
PERSON
FILING:

Sarasin &
Partners LLP

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

Juxon House
100 St Pauls
Churchyard
London
EC4M 8BU
United Kingdom

ITEM 2(c). CITIZENSHIP:
United Kingdom

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common

ITEM 2(e). CUSIP
NUMBER:

611742107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act

(12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM
4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

5,996,907

(b) Percent of class:

4.6191%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

5,996,907

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

5,996,907

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Investment Manager
managing assets on a
discretionary basis
for institutional and
private clients.

IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY

ITEM 7. WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

ITEM 8.

NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 9.

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the foreign
regulatory scheme
applicable to [insert
particular category of
institutional investor]
is substantially
comparable to the
regulatory scheme
applicable to the
functionally
equivalent U.S.
institution(s). I also
undertake to furnish
to the Commission
staff, upon request,
information that
would otherwise be

disclosed in a
Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 03, 2011

Date

Sarasin & Partners LLP

Sarasin & Partners

Signature

Tim Backhouse , Legal Associate

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).