

DICE HOLDINGS, INC.  
Form 4/A  
August 19, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
MELLAND SCOT W

(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)  
07/24/2014

4. If Amendment, Date Original Filed (Month/Day/Year)  
07/28/2014

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                                                                                        |                                                          |                                                       |
| Common Stock                    | 07/24/2014 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 100                                                                                           | A                                                        | \$ 6.08 276,589 D                                     |
| Common Stock                    | 07/24/2014 <sup>(1)</sup>            |                                                    | S <sup>(2)</sup>               |                                                                   | 100                                                                                           | D                                                        | \$ 8 276,489 D                                        |
| Common Stock                    | 07/25/2014 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 8,900                                                                                         | A                                                        | \$ 6.08 285,389 D                                     |
| Common Stock                    | 07/25/2014 <sup>(1)</sup>            |                                                    | S <sup>(2)</sup>               |                                                                   | 8,900                                                                                         | D                                                        | \$ 8.0001 276,489 D                                   |
|                                 | 07/28/2014 <sup>(1)</sup>            |                                                    | M                              |                                                                   | 100                                                                                           | A                                                        | \$ 6.08 276,589 D                                     |

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|              |                           |                  |         |   |                                |         |   |
|--------------|---------------------------|------------------|---------|---|--------------------------------|---------|---|
| Common Stock |                           |                  |         |   |                                |         |   |
| Common Stock | 07/28/2014 <sup>(1)</sup> | S <sup>(2)</sup> | 100     | D | \$ 8                           | 276,489 | D |
| Common Stock | 07/30/2014 <sup>(1)</sup> | M                | 150,900 | A | \$ 6.08                        | 427,389 | D |
| Common Stock | 07/30/2014 <sup>(1)</sup> | M                | 160,000 | A | \$ 6.49                        | 587,389 | D |
| Common Stock | 07/30/2014 <sup>(1)</sup> | S <sup>(2)</sup> | 310,900 | D | \$<br>8.6439<br><sup>(4)</sup> | 276,489 | D |
| Common Stock | 08/01/2014 <sup>(1)</sup> | M                | 60,000  | A | \$ 1.98                        | 336,489 | D |
| Common Stock | 08/01/2014 <sup>(1)</sup> | M                | 20,000  | A | \$ 6.08                        | 356,489 | D |
| Common Stock | 08/01/2014 <sup>(1)</sup> | M                | 20,000  | A | \$ 6.49                        | 376,489 | D |
| Common Stock | 08/01/2014 <sup>(1)</sup> | S <sup>(2)</sup> | 100,000 | D | \$<br>8.7009<br><sup>(5)</sup> | 276,489 | D |

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) |              |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 6.08                                                | 07/24/2014 <sup>(1)</sup>            |                                                    | M                              | 100                                                                                     | <sup>(6)</sup>                                           | 02/10/2017                                                    | Common Stock | 100                  |
| Employee                                   | \$ 6.08                                                | 07/25/2014 <sup>(1)</sup>            |                                                    | M                              | 8,900                                                                                   | <sup>(6)</sup>                                           | 02/10/2017                                                    | Common       | 8,900                |

| Stock Option (Right to Buy)          |         |                           |   |         |            |            |              | Stock   |  |
|--------------------------------------|---------|---------------------------|---|---------|------------|------------|--------------|---------|--|
| Employee Stock Option (Right to Buy) | \$ 6.08 | 07/28/2014 <sup>(1)</sup> | M | 100     | <u>(6)</u> | 02/10/2017 | Common Stock | 100     |  |
| Employee Stock Option (Right to Buy) | \$ 6.08 | 07/30/2014 <sup>(1)</sup> | M | 150,900 | <u>(6)</u> | 02/10/2017 | Common Stock | 150,900 |  |
| Employee Stock Option (Right to Buy) | \$ 6.49 | 07/30/2014 <sup>(1)</sup> | M | 160,000 | <u>(6)</u> | 01/31/2017 | Common Stock | 160,000 |  |
| Employee Stock Option (Right to Buy) | \$ 1.98 | 08/01/2014 <sup>(1)</sup> | M | 60,000  | <u>(6)</u> | 08/31/2015 | Common Stock | 60,000  |  |
| Employee Stock Option (Right to Buy) | \$ 6.08 | 08/01/2014 <sup>(1)</sup> | M | 20,000  | <u>(6)</u> | 02/10/2017 | Common Stock | 20,000  |  |
| Employee Stock Option (Right to Buy) | \$ 6.49 | 08/01/2014 <sup>(1)</sup> | M | 20,000  | <u>(6)</u> | 01/31/2017 | Common Stock | 20,000  |  |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| MELLAND SCOT W<br>C/O DICE HOLDINGS, INC.,<br>1040 AVENUE OF THE AMERICAS, 8TH FLOOR<br>NEW YORK, NY 10018 | X             |           |         |       |

## Signatures

/s/ Scot Melland

08/19/2014

\_\_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) This Statement of Changes in Beneficial Ownership on Form 4 is being filed to amend the reporting person's Statements of Beneficial Ownership on Form 4 filed on July 28, 2014 and August 4, 2014.
- (2) These shares were sold pursuant to a Rule 10b5-1(c) sales plan dated February 23, 2014.  
The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.00 to \$8.005. 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.
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.30 to \$8.875. 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.
- (4) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.58 to \$9.07. 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.
- (6)

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.