

DICE HOLDINGS, INC.  
Form 4  
December 03, 2007

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
QCP GP Investors II LLC

2. Issuer Name and Ticker or Trading Symbol  
DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
375 PARK AVENUE, 14TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2007

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10152

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01  | 12/03/2007                           |  | J <sup>(1)</sup>               | 1,453 D   | \$ 0 20,782,185   | I  | See Footnotes (2) (3)             |

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)**

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| 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. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| QCP GP Investors II LLC<br>375 PARK AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10152           |               | X         |         |       |
| Quadrangle GP Investors II LP<br>375 PARK AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10152     |               | X         |         |       |
| Quadrangle Capital Partners II L P<br>375 PARK AVE<br>14TH FLOOR<br>NEW YORK, NY 10152   |               | X         |         |       |
| Quadrangle Select Partners II L P<br>375 PARK AVE<br>14TH FLOOR<br>NEW YORK, NY 10152    |               | X         |         |       |
| QUADRANGLE CAPITAL PARTNERS II-A L P<br>375 PARK AVE<br>14TH FLOOR<br>NEW YORK, NY 10152 |               | X         |         |       |

## Signatures

/s/ Steven Rattner, Managing Member  
12/03/2007

\_\_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) On December 03, 2007 Quadrangle GP Investors II LP made a pro rata distribution without the payment of consideration of 1,453 shares of Common Stock of Dice Holdings Inc. ("Shares") to QCP GP Investors II LLC, which is the general partner of Quadrangle GP Investors II LP. Immediately thereafter, Quadrangle GP Investors LLC made a pro rata distribution without payment of consideration of 1,453 Shares to Andrew Herenstein, a member of Quadrangle GP Investors LLC, for further transfer to a charitable organization.

(2) Includes 42,755 Shares currently held by Quadrangle GP Investors II LP, 18,166,539 Shares currently held by Quadrangle Capital Partners II LP, 487,301 Shares currently held by Quadrangle Select Partners II LP and 2,085,590 Shares currently held by Quadrangle Capital Partners II-A LP.

(3) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP. Each of the Reporting Persons disclaims beneficial ownership of the Shares reported herein that are beneficially owned by each of Quadrangle GP Investors II LP, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP, except to the extent of each of their pecuniary interest therein.

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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