

DICE HOLDINGS, INC.
Form SC 13G
February 09, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Dice Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

253017 10 7

(CUSIP Number)

December 31, 2010

(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 disclosures provided in a prior cover page.

The information required on 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 the Notes).

1. NAME OF REPORTING PERSON Scot W. Melland
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) q
(b) x
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION United States
- | | | |
|---|---|-----------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (5) SOLE VOTING POWER
(Includes restricted stock and options to purchase 3,288,276 shares of the issuer's common stock that were vested and exercisable as of December 31, 2010) | 3,449,460 |
| | (6) SHARED VOTING POWER | — |
| | (7) SOLE DISPOSITIVE POWER | 3,449,460 |
| | (8) SHARED DISPOSITIVE POWER | — |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,449,460
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8. x
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1 %
12. TYPE OF REPORTING PERSON IN
-

- | | | |
|--|--|---------------------|
| 1. NAME OF REPORTING PERSON | | Michael P. Durney |
| 2. CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP | (a) q
(b) x | |
| 3. SEC USE ONLY | | |
| 4. CITIZENSHIP OR PLACE OF ORGANIZATION | | United States |
| | (5) SOLE VOTING POWER | 1,409,109 |
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | (Includes restricted stock and options to purchase 1,293,172 shares of the issuer's
common stock that were vested and exercisable as of December 31, 2010)
(6) SHARED VOTING POWER
(7) SOLE DISPOSITIVE POWER
(8) SHARED DISPOSITIVE POWER | —
1,409,109
— |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON | | 1,409,109 |
| 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
See Item 8. | x | |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW 9 | 2.1 | % |
| 12. TYPE OF REPORTING PERSON | | IN |

1. NAME OF REPORTING PERSON	Thomas Silver	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) q (b) x	
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
	(5) SOLE VOTING POWER	1,167,955
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(Includes restricted stock and options to purchase 1,157,422 shares of the issuer's common stock that were vested and exercisable as of December 31, 2010)	
	(6) SHARED VOTING POWER	—
	(7) SOLE DISPOSITIVE POWER	1,167,955
	(8) SHARED DISPOSITIVE POWER	—
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,167,955	
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8.	x	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	1.8	%
12. TYPE OF REPORTING PERSON	IN	

1. NAME OF REPORTING PERSON	Constance Melrose	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) q (b) x	
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
	(5) SOLE VOTING POWER	129,549
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(Includes restricted stock and options to purchase 118,024 shares of the issuer's common stock that were vested and exercisable as of December 31, 2010)	
	(6) SHARED VOTING POWER	—
	(7) SOLE DISPOSITIVE POWER	129,549
	(8) SHARED DISPOSITIVE POWER	—
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	129,549	
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8.	x	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.2	%
12. TYPE OF REPORTING PERSON	IN	

- | | | | |
|--|---|-------------------|---|
| 1. NAME OF REPORTING PERSON | | Brian P. Campbell | |
| 2. CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP | (a) | q | |
| | (b) | x | |
| 3. SEC USE ONLY | | | |
| 4. CITIZENSHIP OR PLACE OF ORGANIZATION | | United States | |
| | (5) SOLE VOTING POWER | 315,705 | |
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | (Includes restricted stock and options to purchase 304,194 shares of the issuer's common
stock that were vested and exercisable as of December 31, 2010) | | |
| | (6) SHARED VOTING POWER | — | |
| | (7) SOLE DISPOSITIVE POWER | 315,705 | |
| | (8) SHARED DISPOSITIVE POWER | — | |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON | | 315,705 | |
| 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
See Item 8. | | x | |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW 9 | | 0.5 | % |
| 12. TYPE OF REPORTING PERSON | | IN | |
-

1. NAME OF REPORTING PERSON		Kent Thompson	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	q	
	(b)	x	
3. SEC USE ONLY			
4. CITIZENSHIP OR PLACE OF ORGANIZATION		United States	
	(5) SOLE VOTING POWER	95,436	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(Includes restricted stock and options to purchase 83,878 shares of the issuer's common stock that were vested and exercisable as of December 31, 2010)		
	(6) SHARED VOTING POWER	—	
	(7) SOLE DISPOSITIVE POWER	95,436	
	(8) SHARED DISPOSITIVE POWER	—	
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		95,436	
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8.	x		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		0.1	%
12. TYPE OF REPORTING PERSON		IN	

1. NAME OF REPORTING PERSON Paul Melde
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) q
(b) x
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION United States
- | | | | |
|---|--|---------|--|
| | (5) SOLE VOTING POWER | 139,762 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (Includes restricted stock and options to purchase 128,237 shares of the issuer's common stock that were vested and exercisable as of December 31, 2010) | | |
| | (6) SHARED VOTING POWER | — | |
| | (7) SOLE DISPOSITIVE POWER | 139,762 | |
| | (8) SHARED DISPOSITIVE POWER | — | |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 139,762
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8. x
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2 %
12. TYPE OF REPORTING PERSON IN
-

1. NAME OF REPORTING PERSON		Robert Dumas
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) q (b) x	
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION		United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER (8) SHARED DISPOSITIVE POWER	23,050 * 23,050 *
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		23,050
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES See Item 8.	x	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		*
12. TYPE OF REPORTING PERSON		IN

* Less than 0.1%

- Item 1. (a) Name of Issuer
Dice Holdings, Inc. (the “Company”).
- (b) Address of Issuer's Principal Executive Offices
1040 Avenue of the Americas, 16th Floor
New York, New York 10018
- Item 2. (a) Names of Persons Filing
This Statement is being filed on behalf of each of the following persons (collectively, the “Reporting Persons”)
- (i) Scot W. Melland;
 - (ii) Michael P. Durney;
 - (iii) Thomas Silver;
 - (iv) Constance Melrose;
 - (v) Brian P. Campbell;
 - (vi) Kent Thompson;
 - (vii) Paul Melde; and
 - (viii) Robert Dumas.
- (b) Address of Principal Business Office
1040 Avenue of the Americas, 16th Floor
New York, New York 10018
- (c) CITIZENSHIP
Each Reporting Person is an individual and has United States citizenship.
- (d) TITLE OF CLASS OF SECURITIES
Common Stock, par value \$0.01 per share (the “Common Stock” or “Shares”)
- (e) CUSIP Number
253017 10 7

- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:
Not applicable.
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Item 4. OWNERSHIP

(a) Amount Beneficially Owned:

Each of the Reporting Persons may be deemed to beneficially own the Shares listed opposite such Reporting Persons name below:

Reporting Person	Number of Shares Beneficially Owned
Scot W. Melland	3,449,460
Michael P. Durney	1,409,109
Thomas Silver	1,167,955
Constance Melrose	129,549
Brian P. Campbell	315,705
Kent Thompson	95,436
Paul Melde	139,762
Robert Dumas	23,050

(b) Percentage Owned:

Based on calculations made in accordance with Rule 13d-3(d), and there being 64,875,548 Shares outstanding as of December 31, 2010 as reported in the Company's Form 10-K dated December 31, 2010 filed with the Securities and Exchange Commission on February 7, 2011, each of the Reporting Persons may be deemed to beneficially own the percentage of the outstanding Common Stock listed opposite such Reporting Persons name below:

Reporting Person	Number of Shares Beneficially Owned
Scot W. Melland	5.1 %
Michael P. Durney	2.1 %
Thomas Silver	1.8 %
Constance Melrose	0.2 %
Brian P. Campbell	0.5 %
Kent Thompson	0.1 %
Paul Melde	0.2 %
Robert Dumas	*

* Less than 0.1%

Number of Shares as to Which Such Person Has:

- (c) (i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and disposition of the Shares as listed opposite such Reporting Persons name in Items 4(a) and (b) above.
- (ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and disposition of the Shares set forth on such Reporting Person's cover page included herein.

- Item 5. Ownership of Five Percent or Less of a Class
Not applicable.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
Not applicable.
- Identification and Classification of Members of the Group
See Item 4.
- Item 8. Each Reporting Person is a party to the Institutional and Management Shareholders Agreement, dated as of July 23, 2007 (the "Shareholders Agreement"), among Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP (collectively, the "Quadrangle entities"), General Atlantic Partners 79, L.P., GapStar, LLC, GAP-W Holdings, L.P., GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC and GAPCO GmbH & Co. KG (collectively, the "General Atlantic entities") and the Management Shareholders named therein. Each of the Reporting Persons is a "Management Shareholder" as such term is defined in the Shareholders Agreement. The Shareholders Agreement contains provisions restricting the transfer of the Company's Common Stock by the Reporting Persons and provides the Reporting Persons with "piggy back" registration rights. The Shareholders Agreement is filed as Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed with the Securities and Exchange Commission on July 23, 2007.
- Given the terms of the Shareholders Agreement, the Reporting Persons together with the Quadrangle entities and the General Atlantic entities might be deemed to constitute a "group" that, as of the date hereof, collectively beneficially owns approximately 39,191,093 shares of Common Stock, or 55.01%, of the Company's total number of shares of Common Stock outstanding for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons and the other parties to the Shareholders Agreement acknowledge they are acting as a "group" solely for the purpose of causing the Company to qualify as a controlled company under Section 303A.00 of the New York Stock Exchange Listed Company Manual. The share ownership reported herein by the Reporting Persons does not include any shares of Common Stock owned by the other parties to the Shareholders Agreement (other than shares of Common Stock owned by the Management Shareholders). Each Reporting Person disclaims beneficial ownership of the shares of Common Stock of the Company other than the amounts reported on such Reporting Person's cover page included herein.
- Item 9. Notice of Dissolution of Group
Not applicable.
- Item 10. Certification
Not applicable.
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SIGNATURES

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.

Dated as of February 8, 2011

SCOT W. MELLAND

By: /S/ SCOT W. MELLAND

MICHAEL P. DURNEY

By: /S/ MICHAEL P. DURNEY

THOMAS SILVER

By: /S/ THOMAS SILVER

CONSTANCE MELROSE

By: /S/ CONSTANCE MELROSE

BRIAN P. CAMPBELL

By: /S/ BRIAN P. CAMPBELL

KENT THOMPSON

By: /S/ KENT THOMPSON

PAUL MELDE

By: /S/ PAUL MELDE

ROBERT DUMAS

By: /S/ ROBERT DUMAS

Exhibit Index

Exhibit 1.

Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).