

DICE HOLDINGS, INC.
Form 4
March 18, 2008

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 *
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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2008

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

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 03/14/2008 | | J ⁽¹⁾ | | 836,232 | A | \$ 6.2624 |
| | | | | | | | 21,923,168 ⁽²⁾ |
| | | | | | | I | See Footnotes ⁽²⁾ ⁽⁵⁾ |
| Common Stock, par value \$0.01 | 03/14/2008 | | J ⁽³⁾ | | 719,887 | A | \$ 6.424 |
| | | | | | | | 22,643,055 ⁽⁴⁾ |
| | | | | | | I | See Footnotes ⁽⁴⁾ ⁽⁵⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Postpaid Forward Contract | <u>(1)</u> | 03/14/2008 | | <u>J(1)</u> | 836,232 | <u>(1)</u> <u>(1)</u> | Common Stock, par value \$0.01 | 836,232 |
| Postpaid Forward Contract | <u>(3)</u> | 03/14/2008 | | <u>J(3)</u> | 719,887 | <u>(3)</u> <u>(3)</u> | Common Stock, par value \$0.01 | 719,887 |

Reporting Owners

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

Signatures

/s/ Peter Ezersky, Managing
Member

03/18/2008

__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) On March 14, 2008 Quadrangle Capital Partners II LP exercised its rights under a Postpaid Cash-Settleable Forward Contract entered into on February 22, 2008 with Morgan Stanley & Co. International plc ("MSI") and purchased 836,232 shares of Common Stock, par value \$0.01, of Dice Holdings, Inc. ("Shares") at a price of \$6.2624 per share from MSI.

(2) Includes 42,755 Shares held by Quadrangle GP Investors II LP, 19,002,771 Shares held by Quadrangle Capital Partners II LP, 527,611 Shares held by Quadrangle Select Partners II LP and 2,350,031 Shares held by Quadrangle Capital Partners II-A LP.

(3) On March 14, 2008 Quadrangle Capital Partners II LP exercised its rights under a Postpaid Cash-Settleable Forward Contract entered into on February 22, 2008 with MSI and purchased 719,887 Shares at a price of \$6.4240 per share from MSI.

(4) Includes 42,755 Shares held by Quadrangle GP Investors II LP, 19,722,658 Shares held by Quadrangle Capital Partners II LP, 527,611 Shares held by Quadrangle Select Partners II LP and 2,350,031 Shares held by Quadrangle Capital Partners II-A LP.

(5) 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 on Table I, 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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