DHI GROUP, INC.

Form 4

February 09, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CAMPBELL BRIAN P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

DHI GROUP, INC. [DHX]

(Check all applicable)

C/O DHI GROUP, INC., 1040

AVENUE OF THE AMERICAS, 8TH FLOOR

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2016

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

6. Individual or Joint/Group Filing(Check

VP, Business & Legal Affairs

(Street)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10018

(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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	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)	
Common Stock	02/05/2016		M	30,000	A	\$ 2.88	108,003	D		
Common Stock	02/05/2016		S <u>(1)</u>	18,303	D	\$ 8.2303 (2)	89,700	D		
Common Stock	02/05/2016		M	30,000	A	\$ 2.88	119,700	D		
Common Stock	02/05/2016		S <u>(1)</u>	30,000	D	\$ 8.1016 (3)	89,700	D		

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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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 or Number of Shares
Employee Stock Option (Right to buy)	\$ 2.88	02/05/2016		M	30,000	<u>(4)</u>	02/09/2016	Common Stock	30,000
Employee Stock Option (Right to buy)	\$ 2.88	02/05/2016		M	30,000	<u>(4)</u>	02/09/2016	Common Stock	30,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAMPBELL BRIAN P C/O DHI GROUP, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK, NY 10018

VP, Business & Legal Affairs

### **Signatures**

/s/ Brian P. 02/09/2016 Campbell

\*\*Signature of Date
Reporting Person

Reporting Owners 2

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## **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) These shares were sold pursuant to a Rule 10b5-1 trading plan.
- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.15 to \$8.43. Upon request of the staff of the Securities and Exchange Commission, DHI Group, 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.
- The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions (3) ranged from \$8.03 to \$8.18. Upon request 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) This grant of employee stock options has fully vested and is currently exercisable.

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.