

DICE HOLDINGS, INC.  
Form 3  
July 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Benson John		(Month/Day/Year)	DICE HOLDINGS, INC. [DHX]	
(Last)	(First)	(Middle)	06/23/2014	
C/O DICE HOLDINGS, INC., Â 1040 AVENUE OF THE AMERICAS, 8TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10018			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Strategy Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	414,256	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	02/19/2021	Common Stock	15,000	\$ 7.13	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/27/2019	Common Stock	20,000	\$ 8.97	D	Â
Employee Stock Option (Right to Buy)	Â (3)	03/03/2018	Common Stock	15,000	\$ 14.5	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/10/2017	Common Stock	56,000	\$ 6.08	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/12/2015	Common Stock	80,000	\$ 6.65	D	Â
Employee Stock Option (Right to Buy)	Â (6)	11/01/2016	Common Stock	290,430	\$ 4.19	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benson John C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK, NY 10018	Â	Â	Â Chief Strategy Officer	Â

## Signatures

/s/ John Benson 07/03/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 options were granted on 02/19/2014 and vest quarterly.
- (2) Previously reported on a Form 4 filed on 02/29/2012. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 27, 2013) and 6.25% vesting quarterly thereafter.
- (3) Previously reported on a Form 4 filed on 03/07/2011. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (March 3, 2012) and 6.25% vesting quarterly thereafter.
- (4) Previously reported on a Form 4 filed on 02/12/2010. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 10, 2011) and 6.25% vesting quarterly thereafter.
- (5) Previously reported on a Form 4 filed on 02/14/2008. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (February 12, 2009) and 6.25% vesting quarterly thereafter.
- (6) Previously reported on a Form 3 filed on 07/17/2007. The options vest over four years, with the first 25% having vested on the first anniversary of the date of grant (November 1, 2006) and 6.25% vesting quarterly thereafter.

^

**Remarks:**

The Reporting Person was previously an executive officer of the Issuer but ceased to be in May, ^

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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