

DICE HOLDINGS, INC.  
Form 4  
July 25, 2007

**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

(Last) (First) (Middle)

C/O QUADRANGLE GROUP  
LLC, 375 PARK AVENUE

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |            |   |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|---------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |            |   |                           |
| Common Stock, par value \$0.01  | 07/23/2007                           |  | C                              |   | 25,447,200  | A  | \$ 0                              | 25,493,300 | I | See Footnotes (1) (4)     |
| Common Stock, par value \$0.01  | 07/23/2007                           |  | S                              |   | 4,709,663   | D  | \$ 13                             | 20,783,637 | I | See Footnotes (2) (3) (4) |

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

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**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) | Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Series A Convertible Preferred Stock, par value \$0.01 | \$ 0 <sup>(1)</sup>                                    | 07/23/2007                           |  | C                              | 25,447,200  | <sup>(1)</sup> <sup>(1)</sup>                            | Common Stock, par value \$0.01                                | 25,447,200                                       |

## Reporting Owners

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

## Signatures

/s/ Peter Ezersky, Managing Member 07/25/2007

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 July 23, 2007, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP (the "Quadrangle Funds") converted respectively 2,290,272, 597,917 and 2,559,011 shares of Series A Preferred Stock into Common Stock on a one-for-one basis (the "Conversion"). Following the Conversion, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP directly owned respectively 22,330,653, 599,000 and 2,563,647 shares of Common Stock reported as beneficially owned in the above table.

(2) In connection with the initial public offering of Dice Holdings, Inc. (the "IPO"), Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP sold respectively 4,174,792, 103,664 and 431,207 shares of Common Stock. Quadrangle Capital Partners II LP sold a portion of shares held for the benefit of Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP. Following these sales, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP directly owned respectively 18,205,261, 488,340 and 2,090,036 shares of Common Stock reported as beneficially owned in the above table.

(3) In connection with the IPO, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP each made a pro rata distribution to Quadrangle GP Investors II LP, the general partner of each of the Funds. As part of these distributions, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP respectively transferred 38,723, 1,039 and 4,446 shares of Common Stock to Quadrangle GP Investors II LP. Following these transfers, Quadrangle GP Investors II LP, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP directly own respectively 44,208, 18,166,538, 487,301 and 2,085,590 shares of Common Stock reported as beneficially owned in the above table.

(4) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of the Quadrangle Funds. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the issuer 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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