

DICE HOLDINGS, INC.

Form 4

February 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ATLANTIC LLC

(Last) (First) (Middle)

**C/O GENERAL ATLANTIC
SERVICE COMPANY, LLC, 3
PICKWICK PLAZA**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

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) ____X____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/19/2008		P		742,851	A	\$ 6.3	20,231,275 (1)	I See footnote (2)
Common Stock	02/19/2008		P		203,384	A	\$ 6.3	20,231,275 (1)	I See footnote (3)
Common Stock	02/19/2008		P		2,500	A	\$ 6.3	20,231,275 (1)	I See footnote (4)
Common	02/19/2008		P		1,625	A	\$ 6.3	20,231,275	I See

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Stock					(1)			footnote (5)
Common Stock	02/21/2008	P	230,930	A	\$ 6.3	20,526,713	I	See footnote (2)
Common Stock	02/21/2008	P	63,226	A	\$ 6.3	20,526,713	I	See footnote (3)
Common Stock	02/21/2008	P	777	A	\$ 6.3	20,526,713	I	See footnote (4)
Common Stock	02/21/2008	P	505	A	\$ 6.3	20,526,713	I	See footnote (5)
Common Stock	02/21/2008	P	408,568	A	\$ 6.55	21,049,411 (6)	I	See footnote (2)
Common Stock	02/21/2008	P	111,861	A	\$ 6.55	21,049,411 (6)	I	See footnote (3)
Common Stock	02/21/2008	P	1,375	A	\$ 6.55	21,049,411 (6)	I	See footnote (4)
Common Stock	02/21/2008	P	894	A	\$ 6.55	21,049,411 (6)	I	See footnote (5)

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

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(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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830		X		See Remarks

Signatures

/s/ Andrew C. Pearson, Managing Director 02/21/2008

__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) Represents (i) 14,554,051 shares owned by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 742,851 shares owned by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 4,541,383 shares owned by GAP-W Holdings, L.P. ("GAP-W"); (iv) 391,365 shares owned by GapStar, LLC ("GapStar"); and (v) 1,625 shares owned by GAP Coinvestments CDA, L.P. ("CDA") as of February 19, 2008. The reporting person is the general partner of each of GAP 79, GAP 84, GAP-W and CDA and the sole member of GapStar.
- (2) By GAP 84, of which the reporting person is the general partner.
- (3) By GAP-W, of which the reporting person is the general partner.
- (4) By GapStar, of which the reporting person is the sole member.
- (5) By CDA, of which the reporting person is the general partner.
- (6) Represents (i) 14,554,051 shares owned by GAP 79; (ii) 1,382,349 shares owned by GAP 84; (iii) 4,716,470 shares owned by GAP-W; (iv) 393,517 shares owned by GapStar and (v) 3,024 shares owned by CDA as of February 21, 2008.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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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