

McFerran George  
Form 3  
October 27, 2017

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â McFerran George</p> <p>(Last) (First) (Middle)</p> <p>C/O DHI GROUP, INC.,Â 1040 AVENUE OF THE AMERICAS, 8TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10018</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/25/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DHI GROUP, INC. [DHX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Product &amp; Marketing</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---	--	---	---

**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	15,512	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)
---	---	--	---	---	--

## Edgar Filing: McFerran George - Form 3

	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)	03/03/2018	Common Stock	10,000	\$ 14.5	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/27/2019	Common Stock	15,000	\$ 8.97	D	Â
Employee Stock Option (Right to Buy)	Â (3)	02/20/2020	Common Stock	30,000	\$ 9.82	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/19/2021	Common Stock	10,000	\$ 7.13	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McFerran George C/O DHI GROUP, INC. 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK, NY 10018	Â	Â	Â EVP, Product & Marketing	Â

## Signatures

/s/ George  
McFerran

10/27/2017

\_\_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) This grant of employee stock options has fully vested and is currently exercisable.
- (2) This grant of employee stock options has fully vested and is currently exercisable.
- (3) This grant of employee stock options has fully vested and is currently exercisable.
- (4) This grant was granted on February 19, 2014 and has a vesting schedule of four years, with the first 25% of the grant vesting on the first anniversary of the date of grant and 6.25% vesting quarterly thereafter.

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.