

MONSTER WORLDWIDE, INC.
 Form 4
 November 02, 2016

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Yates Timothy T

2. Issuer Name and Ticker or Trading Symbol
 MONSTER WORLDWIDE, INC.
 [MWW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and CFO

MONSTER WORLDWIDE, INC., 133 BOSTON POST ROAD, BUILDING 15

(Street)

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

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

WESTON, MA 02493

(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. 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	10/31/2016		U ⁽¹⁾	715,742 D \$ 3.4	261,262	D	
Common Stock	11/01/2016		D ⁽²⁾	136,262 D \$ 3.4	125,000	D	
Common Stock	11/01/2016		D ⁽³⁾	125,000 D \$ 3.4	0	D	
Common Stock	11/01/2016		D ⁽⁴⁾	91,003 D \$ 3.4	0	I	By irrevocable grantor trust

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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. 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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yates Timothy T MONSTER WORLDWIDE, INC. 133 BOSTON POST ROAD, BUILDING 15 WESTON, MA 02493	X		CEO and CFO	

Signatures

/s/ Michael C. Miller, as
Attorney-in-Fact
Date: 11/02/2016

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).
- The Reporting Person tendered the shares of common stock in exchange for \$3.40 per share in cash in the tender offer (the "Tender Offer") made pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 8, 2016, by and among the Issuer, Randstad North America, Inc. and Merlin Global Acquisition, Inc.
- (1) Represents invested restricted stock units and/or unvested shares of restricted stock that pursuant to the Merger Agreement were converted into the right to receive \$3.40 per share in cash at the effective time of the merger (the "Merger") effected pursuant to the Merger Agreement.
 - (2) Represents unvested performance-based restricted stock units that pursuant to the terms of the award agreement and the Merger Agreement were cancelled for no consideration at the effective time of the Merger.
 - (3) Represents unvested performance-based restricted stock units that pursuant to the terms of the award agreement and the Merger Agreement were cancelled for no consideration at the effective time of the Merger.

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- (4) Represents shares of common stock held indirectly through an irrevocable grantor trust that were either tendered in the Tender Offer or converted in the Merger, in each case for \$3.40 per share in cash.

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.