

MONSTER WORLDWIDE INC  
Form 10-K/A  
June 24, 2010

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

**Form 10-K/A  
(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
COMMISSION FILE NUMBER 001-34209**

**MONSTER WORLDWIDE, INC.**  
*(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)*

**DELAWARE**  
*(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)*

**13-3906555**  
*(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)*

**622 Third Avenue, New York, New York 10017**  
*(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)*

**(212) 351-7000**  
*(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)*

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock, par value \$.001 per share	New York Stock Exchange

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:  
None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined under Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of common stock held by non-affiliates of the registrant was approximately \$1,481,362,915 as of June 30, 2009, the last business day of the registrant's second fiscal quarter of 2009.

As of January 20, 2010, there were 125,604,189 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement used in connection with its 2010 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this Amendment) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2009, originally filed on February 4, 2010 (the Original 10-K), of Monster Worldwide, Inc., a Delaware corporation (the Company). We are filing this Amendment to amend Item 15 to include the separate financial statements of CareerOne PTY Limited (CareerOne), a joint venture in which the Company owns a 50% equity interest, for its fiscal year ended December 31, 2009 and December 31, 2008 as required by Regulation S-X Rule 3-09.

This Amendment is being filed solely to include the separate financial statements of CareerOne as provided in Exhibit 99.1 attached hereto. In addition, in connection with the filing of this Amendment and pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the currently dated certifications of the principal executive officer and the principal financial officer of the Company are attached as exhibits hereto.

Item 15 is the only portion of the Original 10-K being supplemented or amended by this Amendment. Except as described above, this Amendment does not amend, update or change the financial statements or any other items or disclosures contained in the Original 10-K and does not otherwise reflect events occurring after the original filing date. Accordingly, the Amendment should be read in connection with the Company's filings with the SEC subsequent to the filing of the Original 10-K.

PART IV

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this report:

*1. Financial Statements*

The following financial statements of the Company are set forth in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed on February 4, 2010:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Consolidated Statements of Operations

Consolidated Statements of Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

*2. Financial Statement Schedules*

The following financial statement schedule of the Company is set forth in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed on February 4, 2010:

Supplemental Data: Financial Information by Quarter (Unaudited)

The following financial statement schedule is filed as Exhibit 99.1 to this report:

Financial Statements of CareerOne PTY Limited

3. *Exhibits*

The following exhibits are filed as part of this report or are incorporated herein by reference. Exhibit Nos. 10.1 through 10.19 are management contracts or compensatory plans or arrangements.

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Incorporation, as amended.(1)
3.2	Amended and Restated Bylaws.(2)
4.1	Form of Common Stock Certificate.(1)
10.1	Form of Indemnification Agreement.(3)
10.2	1999 Long Term Incentive Plan, as amended as of January 1, 2008.(4)
10.3	Monster Worldwide, Inc. 2008 Equity Incentive Plan, as amended on April 28, 2009.(5)
10.4	Monster Worldwide, Inc. Amended and Restated Executive Incentive Plan.(6)
10.5	Form of Monster Worldwide, Inc. Restricted Stock Award Grant Notice.(7)
10.6	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice.(7)
10.7	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for Residents of France.(7)
10.8	Form of Monster Worldwide, Inc. Restricted Stock Unit Agreement for Residents of the United Kingdom.(7)
10.9	Form of Monster Worldwide, Inc. Restricted Stock Agreement for grants of restricted stock subject to performance vesting.(6)
10.10	Form of Monster Worldwide, Inc. Restricted Stock Unit Agreement for grants of restricted stock units subject to performance vesting.(6)
10.11	Form of Monster Worldwide, Inc. Restricted Stock Unit Agreement for certain employees and executive officers.(8)
10.12	Form of Monster Worldwide, Inc. Stock Option Agreement for certain employees and executive officers.(9)
10.13	Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Agreement for initial grants of restricted stock.(10)
10.14	Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Agreement for annual grants of restricted stock.(10)
10.15	

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Employment Agreement, dated April 11, 2007, between Monster Worldwide, Inc. and Salvatore Iannuzzi.(11)

10.16 Employment Agreement, dated June 7, 2007, between Monster Worldwide, Inc. and Timothy T. Yates.(12)

10.17 Employment Letter Agreement, dated March 2, 2007, between Monster Worldwide, Inc. and Darko Dejanovic.(13)

10.18 Employment Agreement, dated as of May 15, 2008, by and between Monster Worldwide, Inc. and James M. Langrock.(14)

10.19 Employment Agreement, dated as of September 7, 2007, by and between Monster Worldwide, Inc. and Lise Poulos.(13)

10.20 Indenture of Lease, dated December 13, 1999, between the 622 Building Company LLC and the Company.(15)

10.21 Amended and Restated Credit Agreement, dated August 31, 2009, by and among Monster Worldwide, Inc., certain of Monster Worldwide, Inc.'s subsidiaries that may be designated as borrowers, Bank of America, N.A., in its capacity as administrative agent, swing line lender and l/c issuer and the lenders identified therein.(16)

10.22 First Amendment to Credit Agreement, dated January 28, 2010, by and among Monster Worldwide, Inc. and the lenders party thereto.(13)

10.23 Amended and Restated Subsidiary Guaranty, dated August 31, 2009, by the domestic subsidiaries of Monster Worldwide, Inc. party thereto in favor of Bank of America, N.A., in its capacity as administrative agent.(16)

10.24 U.S. Pledge Agreement, dated August 31, 2009, by Monster Worldwide, Inc. and Monster (California), Inc. in favor of Bank of America, N.A., in its capacity as administrative agent.(16)

<b>Exhibit Number</b>	<b>Description</b>
10.25	Share Purchase Agreement, dated as of October 8, 2008, among China HR.com Holdings Ltd., Monster Worldwide, Inc., Monster Worldwide Netherlands B.V., Monster Worldwide Limited, the shareholders of China HR.com Holdings Ltd. named therein, and the other individuals named therein.(17)
10.26	Asset Purchase Agreement, dated as of February 3, 2010, by and between Monster Worldwide, Inc. and Yahoo! Inc.(18)
21.1	Subsidiaries of the Company.(13)
23.1	Consent of BDO Seidman, LLP.(13)
23.2	Consent of BDO Audit (NSW-VIC) Pty Ltd.
31.1	Certification by Salvatore Iannuzzi pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Timothy T. Yates pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Salvatore Iannuzzi pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Timothy T. Yates pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Financial Statements of CareerOne PTY Limited.

(1) Incorporated by reference to Exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed on March 1, 2007.

(2) Incorporated by reference to Exhibits to the Company's Current Report

on Form 8-K  
filed on  
January 27,  
2010.

- (3) Incorporated by reference to Exhibits to the Company's Registration Statement on Form S-1 (Registration No. 333-12471).
- (4) Incorporated by reference to Exhibits to the Company's Quarterly Report on Form 10-Q filed on May 8, 2008.
- (5) Incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 29, 2009.
- (6) Incorporated by reference to Exhibits to the Company's Quarterly Report on Form 10-Q filed on November 4, 2008.
- (7) Incorporated by reference to Exhibits to the Company's Quarterly Report on Form 10-Q filed on July 31,

2009.

- (8) Incorporated by reference to Exhibits to the Company's Current Report on Form 8-K filed on March 31, 2006.
- (9) Incorporated by reference to Exhibits to the Company's Current Report on Form 8-K filed on December 30, 2004.
- (10) Incorporated by reference to Exhibits to the Company's Current Report on Form 8-K filed on June 9, 2008.
- (11) Incorporated by reference to Exhibits to the Company's Current Report on Form 8-K filed on April 16, 2007.
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Company's  
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(15) Incorporated by  
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Registration  
Statement on  
Form S-3  
(Registration  
No. 333-93065).

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September 3,  
2009.

(17) Incorporated by  
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on Form 8-K  
filed on  
October 15,  
2008.

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on Form 8-K  
filed on  
February 3,  
2010.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MONSTER WORLDWIDE, INC.  
(Registrant)

By: /s/ Salvatore Iannuzzi  
Salvatore Iannuzzi  
Chairman of the Board, President and  
Chief Executive Officer

Dated: June 24, 2010

**EXHIBIT INDEX**

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