

DICE HOLDINGS, INC.
 Form 4
 February 21, 2008

FORM 4

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

OMB APPROVAL

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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 *
 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)
 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) ___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 | 02/19/2008 | | P ⁽¹⁾ | 163,768 A \$ 6.25 | 20,945,953 ⁽²⁾ | I | See Footnotes ⁽²⁾ ⁽⁷⁾ |
| Common Stock, par value \$0.01 | 02/21/2008 | | P ⁽³⁾ | 50,911 A \$ 6.25 | 20,996,864 ⁽⁴⁾ | I | See Footnotes ⁽⁴⁾ ⁽⁷⁾ |
| Common Stock, par value \$0.01 | 02/21/2008 | | P ⁽⁵⁾ | 90,072 A \$ 6.5 | 21,086,936 ⁽⁶⁾ | I | See Footnotes ⁽⁶⁾ ⁽⁷⁾ |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Peter Ezersky, Managing
Member

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) On February 19, 2008 Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP purchased 21,662 and 142,106 shares respectively of Common Stock, par value \$0.01, of Dice Holdings, Inc. ("Shares") at a price of \$6.25 per share.
- (2) Includes 42,755 Shares held by Quadrangle GP Investors II LP, 18,166,539 Shares held by Quadrangle Capital Partners II LP, 508,963 Shares held by Quadrangle Select Partners II LP and 2,227,696 Shares held by Quadrangle Capital Partners II-A LP.
- (3) On February 21, 2008 Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP purchased 6,734 and 44,177 Shares respectively at a price of \$6.25 per share.
- (4) Includes 42,755 Shares held by Quadrangle GP Investors II LP, 18,166,539 Shares held by Quadrangle Capital Partners II LP, 515,697 Shares held by Quadrangle Select Partners II LP and 2,271,873 Shares held by Quadrangle Capital Partners II-A LP.
- (5) On February 21, 2008 Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP purchased 11,914 and 78,158 Shares respectively at a price of \$6.50 per share.
Includes 42,755 Shares currently held by Quadrangle GP Investors II LP, 18,166,539 Shares currently held by Quadrangle Capital Partners II LP, 527,611 Shares currently held by Quadrangle Select Partners II LP and 2,350,031 Shares currently held by Quadrangle Capital Partners II-A LP.
- (7) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP. Each of the Reporting Persons disclaims beneficial ownership of the Shares reported herein on Table I, 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. 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.