

MONSTER WORLDWIDE, INC.  
Form SC 14D9/A  
October 17, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(Amendment No. 7)**

**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Monster Worldwide, Inc.**

**(Name of Subject Company)**

**Monster Worldwide, Inc.**

**(Names of Persons Filing Statement)**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

**611742107**

(CUSIP Number of Class of Securities)

**Michael C. Miller, Esq.**

**Executive Vice President, General Counsel & Secretary**

**Monster Worldwide, Inc.**

**133 Boston Post Road, Building 15**

**Weston, Massachusetts 02493**

**(978) 461-8000**

*With copies to:*

**Martin Nussbaum, Esq.**

**Dechert LLP**

**1095 Avenue of the Americas**

**New York, New York 10036**

**(212) 698-3596**

**Derek Winokur, Esq.**

**Dechert LLP**

**1095 Avenue of the Americas**

**New York, New York 10036**

**(212) 698-3860**

**(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 7 to Schedule 14D-9 (this **Amendment** ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed with the Securities and Exchange Commission (the **SEC** ) on September 6, 2016 (together with the Exhibits or Annexes thereto, and as amended or supplemented from time to time, the **Schedule 14D-9** ) by Monster Worldwide, Inc., a Delaware corporation ( **Monster** ). The Schedule 14D-9 relates to the tender offer by Merlin Global Acquisition, Inc., a Delaware corporation ( **Purchaser** ) and a wholly-owned subsidiary of Randstad North America, Inc., a Delaware corporation ( **Parent** ) and a wholly-owned subsidiary of Randstad Holding nv ( **Holding** ), disclosed in the Tender Offer Statement on Schedule TO (together with the Exhibits or Annexes thereto, and as amended or supplemented from time to time, the **Schedule TO** ), filed by Purchaser, Parent and Holding with the SEC on September 6, 2016, pursuant to which Purchaser has offered to purchase all of the outstanding shares of common stock, par value \$0.001 per share, of Monster (the **Shares** ) at a purchase price of \$3.40 per Share, net to the seller in cash, without interest thereon and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 6, 2016 (as amended or supplemented from time to time, the **Offer to Purchase** ), and in the related Letter of Transmittal which, together with any amendments or supplements thereto, collectively constitute the **Offer**.

Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Schedule 14D-9.

Except as set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment.

#### **ITEM 4. THE SOLICITATION OR RECOMMENDATION**

Item 4 of the Schedule 14D-9 is hereby amended and supplemented by striking the sentence commencing, At the sole discretion of the Company in the final section entitled General of the subsection entitled Opinion of the Company s Financial Advisor and replacing it with the following:

The Evercore engagement letter further provides for a discretionary fee as follows: At the conclusion of the assignment, an additional discretionary fee, based upon, among other things, the resources expended by Evercore in the course of the assignment, the Company s satisfaction with the services rendered and the benefit to the Company of the successful conclusion of the assignment; provided, however, that the amount of any such discretionary payment, if any, shall be determined by the Company in its sole and absolute discretion. As of the time of this filing, the Company has not determined to pay Evercore an additional discretionary fee or the amount thereof.

#### **ITEM 9. EXHIBITS**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

- (a)(5)(xxiii) Press Release of the Company Issued on October 17, 2016, Reporting the Record Date Set by the Company s Board for MNG s Proposed Consent Solicitation.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

**MONSTER WORLDWIDE, INC.**

Dated: October 17, 2016

By: /s/ Michael C. Miller

Name: Michael C. Miller

Title: Executive Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

- (a)(5)(xxiii) Press Release of the Company Issued on October 17, 2016, Reporting the Record Date Set by the Company's Board for MNG's Proposed Consent Solicitation.