

DICE HOLDINGS, INC.  
Form 4  
February 22, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

2. Issuer Name and Ticker or Trading Symbol  
DICE HOLDINGS, INC. [DHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
375 PARK AVENUE 14TH FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10152

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

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

(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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                          | V                                                        | Amount                            | (D) | Price |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| Derivative Security                       | Disposed of (D)<br>(Instr. 3, 4, and 5) |            |     | Code V | Date Exercisable | Expiration Date | Title                          | Amount<br>Number<br>Share |
|-------------------------------------------|-----------------------------------------|------------|-----|--------|------------------|-----------------|--------------------------------|---------------------------|
|                                           | (A)                                     | (D)        | (D) |        |                  |                 |                                |                           |
| Postpaid Cash-Settleable Forward Contract | (1)                                     | 02/22/2008 |     | J(1)   |                  | (1)             | Common Stock, par value \$0.01 | 836,                      |
| Postpaid Cash-Settleable Forward Contract | (2)                                     | 02/22/2008 |     | J(2)   |                  | (2)             | Common Stock, par value \$0.01 | 719,                      |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |         |       |
|------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                          | Director      | 10% Owner | Officer | Other |
| QCP GP Investors II LLC<br>375 PARK AVENUE 14TH FLOOR<br>NEW YORK, NY 10152              |               | X         |         |       |
| Quadrangle GP Investors II LP<br>375 PARK AVENUE 14TH FLOOR<br>NEW YORK, NY 10152        |               | X         |         |       |
| Quadrangle Capital Partners II L P<br>375 PARK AVENUE 14TH FLOOR<br>NEW YORK, NY 10152   |               | X         |         |       |
| Quadrangle Select Partners II L P<br>375 PARK AVENUE 14TH FLOOR<br>NEW YORK, NY 10152    |               | X         |         |       |
| QUADRANGLE CAPITAL PARTNERS II-A L P<br>375 PARK AVENUE 14TH FLOOR<br>NEW YORK, NY 10152 |               | X         |         |       |

## Signatures

/s/ Peter Ezersky, Managing Member 02/22/2008

\*\*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) See exhibit 99.1.
- (2) See exhibit 99.2.

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- (3) 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 Postpaid Forward Contracts and their underlying Shares that are beneficially owned by Quadrangle Capital Partners II LP, 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.

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