#### HODGSON DAVID C

Form 4

December 17, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31,

2005

0.5

Estimated average burden hours per response...

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HODGSON DAVID C** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

DICE HOLDINGS, INC. [DHX] 3. Date of Earliest Transaction

\_X\_\_ Director

Officer (give title

(Check all applicable)

10% Owner

\_ Other (specify

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3

PICKWICK PLAZA

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/15/2010

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

GREENWICH, CT 06830

(City)	(State)	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 Approximately Disposed of (Instr. 3, 4 and	` ′		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
a			Code V	Amount	(D)	Price	(Instr. 3 and 4)		See	
Common Stock	12/15/2010		S	6,328,327 (1)	D	\$ 10.75	16,271,983 (2)	I	footnotes (2) (3)	
Common Stock	12/15/2010		J <u>(4)</u>	58,190	D	\$ 0	16,189,093	I	See footnotes (3) (5)	
Common Stock							24,700	D		

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer Other

HODGSON DAVID C C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA GREENWICH, CT 06830

X

### **Signatures**

/s/ David C. Hodgson

12/17/2010

\*\*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).

Represents the following sales of common stock on December 15, 2010: (i) 4,128,668 shares by General Atlantic Partners 79, L.P. ("GAP 79"); (ii) 392,142 shares by General Atlantic Partners 84, L.P. ("GAP 84"); (iii) 858 shares by GAP Coinvestments CDA, L.P. ("CDA");

- (1) (iv) 111,633 shares by GapStar, LLC ("GapStar"); (v) 1,337,960 by GAP-W Holdings, L.P. ("GAP-W"); (vi) 266,056 shares by GAP Coinvestments III, LLC ("GAPCO III"); (vii) 80,894 shares by GAP Coinvestments IV, LLC ("GAPCO IV"); and (viii) 10,116 shares by GAPCO GmbH & Co. KG ("KG").
- Represents (i) 10,425,383 shares owned by GAP 79; (ii) 990,207 shares owned by GAP 84; (iii) 2,166 shares owned by CDA; (iv)

(2) 281,884 shares owned by GapStar; (v) 3,378,510 shares owned by GAP-W; (vi) 964,021 shares owned by GAPCO III; (vii) 204,266 shares owned by GAPCO IV; and (viii) 25,546 shares owned by KG.

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General Atlantic LLC ("GA") is the general partner of each of General Atlantic GenPar, L.P. ("GA GenPar"), GAP 79, and CDA. GA GenPar is the general partner of GA 84 and GAP-W. The officers of GapStar and managing members of GAPCO III and GAPCO IV are managing directors of GA. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The managing directors of

- (3) managing directors of GA. GAPCO Management GmbH ("GmbH Management") is the general partner of KG. The managing directors of General Atlantic make voting and investment decisions with respect to the securities held by KG and GmbH Management. Mr. Hodgson is a Managing Director of GA and a Managing Member of GAPCO II, GAPCO IV and GapStar. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by them except to the extent of his pecuniary interest therein.
- (4) Distribution of shares for no consideration to members of GAP Coinvestments III, LLC.
- (5) Represents the shares held by GAP 79, GAP 84, CDA, GapStar, GAP-W, GAPCO III, GAPCO IV and KG after giving effect to the distribution described in footnote (4) above.

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.