

Bennett James Edward  
 Form 3  
 March 06, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Bennett James Edward (Last) (First) (Middle)  C/O DICE HOLDINGS, INC., Â 1040 AVENUE OF THE AMERICAS, 16TH FLOOR (Street)  NEW YORK, Â NY Â 10018 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/27/2012	3. Issuer Name and Ticker or Trading Symbol DICE HOLDINGS, INC. [DHX]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Global MD eFinancialCareers	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u>	5,960	D	Â
Common Stock <u>(2)</u>	27,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (3)	11/01/2016	Common Stock	90,000	\$ 4.19	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/12/2015	Common Stock	80,000	\$ 6.65	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/09/2016	Common Stock	40,000	\$ 2.88	D	Â
Employee Stock Option (Right to Buy)	Â (6)	07/13/2016	Common Stock	22,500	\$ 4.03	D	Â
Employee Stock Option (Right to Buy)	Â (7)	02/10/2017	Common Stock	56,000	\$ 6.08	D	Â
Employee Stock Option (Right to Buy)	Â (8)	03/03/2018	Common Stock	20,000	\$ 14.5	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett James Edward C/O DICE HOLDINGS, INC. 1040 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10018	Â	Â	Â Global MD eFinancialCareers	Â

## Signatures

/s/ James Edward Bennett 03/06/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a grant of restricted stock. The restricted stock vests over four years, with 25% having already vested on each of February 10, 2011 and February 10, 2012, and with 25% vesting on each of February 10, 2013 and February 10, 2014. 2,040 shares of the already vested restricted stock were previously disposed of incident to such vesting.
  - (2) Represents a grant of restricted stock. The restricted stock vests over four years, with 25% vesting on each of March 3, 2012, March 3, 2013, March 3, 2014 and March 3, 2015.
  - (3) The options vested over four years, with the first 25% vesting on the first anniversary of the date of grant (November 1, 2007) and 6.25% vesting quarterly thereafter.
  - (4) The options vested over four years, with the first 25% vesting on the first anniversary of the date of grant (February 12, 2009) and 6.25% vesting quarterly thereafter.

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- (5) The options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (February 9, 2010) and 6.25% vesting quarterly thereafter.
- (6) The options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (July 13, 2010) and 6.25% vesting quarterly thereafter.
- (7) The options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (February 10, 2011) and 6.25% vesting quarterly thereafter.
- (8) The options vest over four years, with the first 25% vesting on the first anniversary of the date of grant (March 3, 2012) and 6.25% vesting quarterly thereafter.

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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