

DICE HOLDINGS, INC.
Form 4
July 23, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GENERAL ATLANTIC LLC

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY,LLC, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2007

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) ___X___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/23/2007 | | C | | 17,857,757 | A | <u>(1)</u> |
| | | | | | 17,890,108.1 | I | See footnote (3) |
| Common Stock | 07/23/2007 | | C | | 477,135 | A | <u>(1)</u> |
| | | | | | 18,368,107.5 | I | See footnote (5) |
| Common Stock | 07/23/2007 | | C | | 5,322,706 | A | <u>(1)</u> |
| | | | | | 23,700,456.2 | I | See footnote (7) |
| Common | 07/23/2007 | | S | | 3,336,058 | D | \$ 13 |
| | | | | | 20,364,398.2 | I | See |

| | | | | | | | | | |
|-----------------|------------|--|---|---------|---|-------|--------------|---|------------------------|
| Stock | | | | | | | | | footnote (3) |
| Common Stock | 07/23/2007 | | S | 89,135 | D | \$ 13 | 20,275,263.2 | I | See footnote (5) |
| Common Stock | 07/23/2007 | | S | 994,350 | D | \$ 13 | 19,280,913.2 | I | See footnote (7) |

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

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(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 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) | Amount Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Series A Convertible Preferred Stock | (8) | 07/23/2007 | | C | 17,857,757 | (8) (8) | Common Stock | 17,85 |
| Series A Convertible Preferred Stock | (8) | 07/23/2007 | | C | 477,135 | (8) (8) | Common Stock | 477 |
| Series A Convertible Preferred Stock | (8) | 07/23/2007 | | C | 5,322,706 | (8) (8) | Common Stock | 5,32 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE COMPANY,LLC 3 PICKWICK PLAZA | | X | | See Remarks |

GREENWICH, CT 06830

Signatures

/s/ Thomas J.
Murphy

07/23/2007

__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) The Series A Convertible Preferred Stock converted into Dice Holdings, Inc. common stock on a one-for-one basis on July 23, 2007.
- (2) Includes 32,351.1 shares of common stock owned by General Atlantic Partners 79, L.P. ("GAP 79").
- (3) By GAP 79, of which General Atlantic LLC ("General Atlantic") is the general partner.
- (4) Includes 864.4 shares of common stock owned by GapStar, LLC ("GapStar").
- (5) By GapStar, of which General Atlantic is the sole member.
- (6) Includes 9,642.7 shares of common stock owned by GAP-W Holdings, L.P.
- (7) By GAP-W LP, of which General Atlantic is the general partner.

Any holder of shares of Series A Convertible Preferred Stock has the right, at its option, at any time and from time to time, to convert such shares into common stock on a one-for-one basis. The holders of at least 66 2/3% of all outstanding shares of Series A Convertible

- (8) Preferred Stock have the right, at any time, to require that all of the outstanding shares of Series A Convertible Preferred Stock be converted into shares of common stock on a one-for-one basis. There is no expiration on either the optional or mandatory conversion right.

Remarks:

The reporting person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. The reporting person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This report shall not be deemed an admission that the reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting person.

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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