

DICE HOLDINGS, INC.
Form 3
July 17, 2007

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)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>QCP GP Investors II LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O QUADRANGLE GROUP LLC, 375 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10152</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/17/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DICE HOLDINGS, INC. [DHX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Footnote (1)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

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, par value \$0.01 | 46,100 <u>(1)</u> <u>(2)</u> | I <u>(1)</u> <u>(2)</u> | See Footnotes (1) and (2) |

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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (1) (Instr. 5) |
|--|---------------------|--------------------|--|-------------------------------------|
| Series A Convertible Preferred Stock, par value \$0.01 | Â (3) | Â (3) | Common Stock, par value \$0.01 25,447,200 (1) (3) (4) \$ (3) | I (1) (4) See Footnotes (1) and (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| QCP GP Investors II LLC C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152 | Â | Â X | Â | See Footnote (1) |
| Quadrangle GP Investors II LP C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152 | Â | Â X | Â | See Footnote (1) |
| Quadrangle Capital Partners II L P 375 PARK AVE NEW YORK, NY 10152 | Â | Â X | Â | See Footnote (1) |
| Quadrangle Select Partners II L P 375 PARK AVE NEW YORK, NY 10152 | Â | Â X | Â | See Footnote (1) |
| QUADRANGLE CAPITAL PARTNERS II-A L P 375 PARK AVE NEW YORK, NY 10152 | Â | Â X | Â | See Footnote (1) |

Signatures

/s/ Peter Ezersky, Managing Member 07/17/2007

__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).

- 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. The Reporting Persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934. Each of the Reporting Persons disclaims beneficial
- (1) ownership of the shares of Common Stock, par value \$0.01 ("Common Stock") of the issuer and the Series A Convertible Preferred Stock, par value \$0.01 ("Series A Preferred Stock") of the issuer reported herein that are beneficially owned by each of Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP, except to the extent of each of their pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are members of a group.
 - (2) Includes 40,864.9 shares of Common Stock held by Quadrangle Capital Partners II LP, 1,014.7 shares of Common Stock held by Quadrangle Select Partners II LP and 4,220.5 shares of Common Stock held by Quadrangle Capital Partners II-A LP.

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- (3) Any holder of shares of Series A 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 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.

- (4) Includes 22,557,191 shares of Series A Preferred Stock held by Quadrangle Capital Partners II LP, 560,115 shares of Series A Preferred Stock held by Quadrangle Select Partners II LP and 2,329,894 shares of Series A Preferred Stock held by Quadrangle Capital Partners II-A LP.

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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