DICE HOLDINGS, INC.
Form 4
July 22, 2011

FORM 4

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

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

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
QCP GP Investors II LLC

(Last) (First) (Middle)

C/O QUADRANGLE GROUP LLC, 375 PARK AVENUE

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2011

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)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01	07/22/2011		J		19,540	D	$ 15.88	8,720,886	I	See Footnotes (1) (2) (3)

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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		X		
Quadrangle GP Investors II LP C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152		X		
Quadrangle Capital Partners II L P 375 PARK AVENUE NEW YORK, NY 10152		X		
Quadrangle Select Partners II L P 375 PARK AVENUE NEW YORK, NY 10152		X		
QUADRANGLE CAPITAL PARTNERS II-A L P 375 PARK AVENUE NEW YORK, NY 10152		X		

Signatures

/s/ Peter Ezersky, Managing Principal	07/22/2011
**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) On June 20, 2011, as permitted under the Lock-Up Agreements dated as of May 9, 2011, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP transferred 34,972, 935 and 4,167 Shares respectively to Quadrangle GP

Investors II LP for distribution to Peter Ezersky, Joshua Steiner and Michael Huber. These shares, as well as 2,400 additional Shares already held by Quadrangle GP Investors II LP on behalf of Peter Ezersky from a previous distribution, were or are to be distributed as follows: 29,914 Shares to Joshua Steiner, 7,160 Shares to Michael Huber and 5,400 Shares to Peter Ezersky.

(2) On June 20, 2011 Peter Ezersky's 5,400 shares were charitably donated to Amherst College. On July 21, 2011 Michael Huber's 7,160 shares were charitably donated to the Quadrangle Group Foundation. On July 19, 2011 10,374 of Joshua Steiner's shares were charitably donated to The New York Public Library on behalf of Joshua Steiner and Josh Steiner 2000 LT Trust. On July 22, 2011 Josua Steiner's remaining 19,540 Shares were donated to Phillips Academy Andover on behalf of Joshua Steiner and the Josh Steiner 2000 LT Trust. Following these transactions Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP, Quadrangle Capital Partners II-A LP and Quadrangle GP Investors II LP directly owned 7,577,991, 202,724, 902,946 and 37,225 shares of Common Stock reported as beneficially owned in the above table.

(3) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of the Quadrangle Funds. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the issuer reported herein that are beneficially owned by each of Quadrangle GP Investors II LP, 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.

Remarks:

Distribution in Kind from Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partne

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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