

DHI GROUP, INC.  
Form 4  
September 07, 2016

**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 \*  
Goli Shravan

(Last) (First) (Middle)

C/O DHI GROUP, INC., 1040  
AVENUE OF THE AMERICAS,  
8TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DHI GROUP, INC. [DHX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BrightMatter Group President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/02/2016                           |  | M                              | 5,571 A   | \$ 7.13 163,019   | D  |   |
| Common Stock                    | 09/02/2016                           |  | S <sup>(1)</sup>               | 5,571 D   | \$ 8.0035 157,448   | D  |   |
| Common Stock                    | 09/06/2016                           |  | M                              | 7,375 A   | \$ 7.13 164,823   | D  |   |
| Common Stock                    | 09/06/2016                           |  | S <sup>(1)</sup>               | 7,375 D   | \$ 8.0186 157,448   | D  |   |

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|              |            |                  |       |   |                            |         |   |
|--------------|------------|------------------|-------|---|----------------------------|---------|---|
| Common Stock | 09/07/2016 | M                | 3,929 | A | \$ 7.13                    | 161,377 | D |
| Common Stock | 09/07/2016 | S <sup>(1)</sup> | 3,929 | D | \$<br>8.0001<br><u>(4)</u> | 157,448 | D |

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.13  | 09/02/2016                           |  | M                              | 5,571  | <sup>(5)</sup> 02/19/2021                                | Common Stock  | 5,571                         |
| Employee Stock Option (Right to Buy)       | \$ 7.13  | 09/06/2016                           |  | M                              | 7,375  | <sup>(5)</sup> 02/19/2021                                | Common Stock  | 7,375                         |
| Employee Stock Option (Right to Buy)       | \$ 7.13  | 09/07/2016                           |  | M                              | 3,929  | <sup>(5)</sup> 02/19/2021                                | Common Stock  | 3,929                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Goli Shravan  
C/O DHI GROUP, INC.  
1040 AVENUE OF THE AMERICAS, 8TH FLOOR  
NEW YORK, NY 10018

BrightMatter Group President

## Signatures

/s/ Shravan Goli

09/07/2016

\*\*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) These shares were sold pursuant to a Rule 10b5-1 trading plan.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.00 to \$8.03. Upon request of the staff of the Securities and Exchange Commission, DHI Group, Inc. (the "Company") or a

(2) security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.00 to \$8.05. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$8.00 to \$8.005. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4) This grant (initially consisting of 90,000 employee stock options) was granted on February 19, 2014 and has a vesting schedule of four years, with the first 25% of the grant vesting on the first anniversary of the date of grant and 6.25% vesting quarterly thereafter.

(5) 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.