

MONSTER WORLDWIDE INC
Form 8-K/A
April 18, 2008

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 16, 2008**

MONSTER WORLDWIDE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-21571
(Commission
File Number)

13-3906555
(IRS Employer
Identification No.)

622 Third Avenue
New York, NY
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code: **(212) 351-7000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Edgar Filing: MONSTER WORLDWIDE INC - Form 8-K/A

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Explanatory Note

Monster Worldwide, Inc. (the Company) is filing this Amendment No. 1 on Form 8-K/A to amend the Company's Form 8-K, originally filed with the Securities and Exchange Commission on February 4, 2008 (the Original Filing). The Original Filing reported the appointment of Admiral Edmund P. Giambastiani, Jr. (U.S. Navy, Retired) to the Company's Board of Directors (the Board). At the time of the Original Filing, the Board had not determined which committees, if any, to which Admiral Giambastiani would be appointed. Accordingly, disclosure of the committees of the Board to which Admiral Giambastiani would be named was not included in the Original Filing in accordance with Instruction No. 2 to Item 5.02 of Form 8-K.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 16, 2008, the Board, upon the recommendation of the Corporate Governance and Nominating Committee of the Board, appointed Admiral Giambastiani to the Compensation Committee of the Board.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONSTER WORLDWIDE, INC.
(Registrant)

| | |
|--------|--|
| By: | /s/ Salvatore Iannuzzi |
| Name: | Salvatore Iannuzzi |
| Title: | Chairman of the Board of Directors, President and Chief Executive Officer |

Date: April 18, 2008