

MONSTER WORLDWIDE, INC.  
Form 4  
November 02, 2016

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

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).

**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 \*  
Yates Timothy T

2. Issuer Name and Ticker or Trading Symbol  
MONSTER WORLDWIDE, INC.  
[MWW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2016

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

MONSTER WORLDWIDE, INC., 133 BOSTON POST ROAD, BUILDING 15

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WESTON, MA 02493

(City) (State) (Zip)

**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	10/31/2016		U <sup>(1)</sup>	715,742 D \$ 3.4	261,262	D	
Common Stock	11/01/2016		D <sup>(2)</sup>	136,262 D \$ 3.4	125,000	D	
Common Stock	11/01/2016		D <sup>(3)</sup>	125,000 D \$ 3.4	0	D	
Common Stock	11/01/2016		D <sup>(4)</sup>	91,003 D \$ 3.4	0	I	By irrevocable grantor trust



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- (4) Represents shares of common stock held indirectly through an irrevocable grantor trust that were either tendered in the Tender Offer or converted in the Merger, in each case for \$3.40 per share in cash.

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.