

DICE HOLDINGS, INC.
Form SC 13D/A
September 10, 2014

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Dice Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

253017107
(CUSIP Number)

Thomas J. Murphy
c/o General Atlantic Service Company, LLC
55 East 52nd Street,
32nd Floor
New York, NY 10055
(212) 715-4000

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

September 10, 2014
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

General Atlantic GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

General Atlantic Partners 79, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

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14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

General Atlantic Partners 84, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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PN

CUSIP No.
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1 NAME OF REPORTING PERSON

GAP-W Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

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14 TYPE OF REPORTING PERSON

PN

CUSIP No.
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1 NAME OF REPORTING PERSON

GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

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Delaware

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0.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

GAP Coinvestments CDA, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

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Delaware

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NUMBER OF
SHARES
BENEFICIALLY

-0-

8 SHARED VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

0

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

0

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

-0-

8 SHARED VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

0

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No.
253017107

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1 NAME OF REPORTING PERSON

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

OO

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253017107

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1 NAME OF REPORTING PERSON

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

-0-

8 SHARED VOTING POWER

OWNED BY
EACH
REPORTING
PERSON

0

9 SOLE DISPOSITIVE POWER

WITH

-0-

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

PN

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253017107

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1 NAME OF REPORTING PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

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Germany

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

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0

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0.0%

14 TYPE OF REPORTING PERSON

CO

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Item 1. Security and Issuer.

This Amendment No. 7 (“Amendment No. 7”) to the Schedule 13D relates to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Dice Holdings, Inc., a Delaware corporation (the “Company”). This Amendment No. 7 supplementally amends the initial statement on Schedule 13D, dated as of February 29, 2008, and amended as of December 17, 2010, February 24, 2011, May 17, 2011, November 14, 2013, March 3, 2014 and August 15, 2014 (as amended, the “Schedule 13D”). The address of the principal executive office of the Company is 1040 Avenue of the Americas, 16th Floor, New York, New York 10016. The Schedule 13D is supplementally amended as follows.

This Amendment is being filed to report the fact that as of September 10, 2014, the Reporting Persons sold their entire interest in the Company and as such ceased to be the beneficial owners of more than 5% of the Common Stock.

Item 2. Identity and Background.

No material change.

Item 3. Source and Amount of Funds or Other Consideration.

No material change.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by inserting the following paragraph to the end thereof:

On September 10, 2014, the Reporting Persons sold, in aggregate (a) 2,500,000 shares of Common Stock in a public offering for a purchase price of \$8.20 per share and (b) 500,000 shares of Common Stock to the Company pursuant to a Purchase Agreement (as defined below) at the same price per share as the public offering. Following the consummation of these dispositions, the Reporting Persons do not hold any equity interest in the Company.

Item 5. Interest in Securities of the Issuer.

All ownership percentages set forth herein assume that there are 54,260,866 shares of Common Stock outstanding, as reported in the Company’s prospectus supplement filed pursuant to Rule 424(b)(3) (Reg. Nos. 333-191962 and 333-165483) filed with the Securities Exchange Commission on September 8, 2014.

(a) As of the date hereof, the Reporting Persons do not own, beneficially or of record any shares of Common Stock.

(b) None of the Reporting Persons have the sole or shared power to direct the voting and disposition of the shares of Common Stock.

(c) Except as set forth in this Item 5(c) or otherwise herein, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.

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On August 19, 2014, GAP 79, GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG each sold the amounts of shares of Common Stock set forth in the table below:

| Seller | Shares Sold August 19, 2014 |
|-----------|-----------------------------|
| GAP 79 | 48,299 |
| GAP 84 | 4,588 |
| GAP-W | 15,652 |
| GapStar | 1,305 |
| CDA | 10 |
| GAPCO III | 4,082 |
| GAPCO IV | 946 |
| KG | 118 |

Shares of Common Stock sold by the Reporting Persons on August 19, 2014 were sold for a price of \$8.54 per share of Common Stock.

On August 20, 2014, GAP 79, GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG each sold the amounts of shares of Common Stock set forth in the table below:

| Seller | Shares Sold August 20, 2014 |
|-----------|-----------------------------|
| GAP 79 | 30,154 |
| GAP 84 | 2,864 |
| GAP-W | 9,771 |
| GapStar | 816 |
| CDA | 6 |
| GAPCO III | 2,549 |
| GAPCO IV | 591 |
| KG | 74 |

Shares of Common Stock sold by the Reporting Persons on August 20, 2014 were sold for a price of \$8.50 per share of Common Stock.

On September 10, 2014, GAP 79, GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG each sold shares of Common Stock (a) in a public offering and (b) pursuant to a Purchase Agreement with the Company, in the amounts set forth in the table below:

| | Shares Sold September 10, 2014 Pursuant to the Purchase Agreement | Shares Sold September 10, 2014 in a Public Offering | September 10, 2014 Pursuant to the Purchase Agreement |
|-----------|--|---|---|
| SELLER | | | |
| GAP 79 | 1,609,939 | | 321,987 |
| GAP 84 | 152,912 | | 30,583 |
| GAP-W | 521,727 | | 104,345 |
| GapStar | 43,530 | | 8,706 |
| CDA | 335 | | 67 |
| GAPCO III | 136,068 | | 27,214 |
| GAPCO IV | 31,544 | | 6,309 |
| KG | 3,945 | | 789 |

Shares of Common Stock sold by the Reporting Persons on September 10, 2014 were sold for a price of \$8.20 per share of Common Stock.

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(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Common Stock of the Company owned by any member of the group.

(e) As of September 10, 2014, the Reporting Persons sold their entire interest in the Company's Common Stock and as such ceased to be the beneficial owners of more than 5% of the Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended by deleting the first five paragraphs thereof and replacing such paragraphs with the following:

The General Atlantic entities are parties to the Institutional and Management Shareholders Agreement, dated as of July 23, 2007, among themselves, Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP (collectively, the "Quadrangle entities") and certain management shareholders named therein (the "Shareholders Agreement").

Prior to September 10, 2014, by virtue of the terms of the Shareholders Agreement, the General Atlantic entities together with the Quadrangle entities and their affiliates could have been deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act.

On August 4, 2014, the General Atlantic entities ceased to beneficially own, in the aggregate, at least 10% of the total outstanding Common Stock of the Issuer. As such, on such date, pursuant to the terms of the Shareholders Agreement, the General Atlantic entities were no longer subject to the transfer restrictions set forth in the Shareholders Agreement and may only designate one member of the Company's board of directors. David C. Hodgson, who was previously designated as a member of the Company's board of directors by the General Atlantic entities, did not stand for reelection at the most recent annual meeting of the Company's shareholders. Currently H. Raymond Bingham is the only remaining designee of the General Atlantic entities on the Company's board of directors.

On September 10, 2014, the General Atlantic entities ceased to beneficially own, in the aggregate, any shares of Common Stock of the Issuer. As such, on such date, pursuant to the terms of the Shareholders Agreement, the General Atlantic entities were no longer subject to the voting requirements of the Shareholders Agreement and ceased to be deemed to constitute a group with the Quadrangle entities.

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Item 6 is hereby further amended by inserting the following paragraph at the end thereof:

On September 5, 2014, the General Atlantic entities entered into a stock purchase agreement (the "Purchase Agreement") with the Company, which provided for the sale of an aggregate of 500,000 shares of Common Stock from the General Atlantic entities to the Company on such date at a purchase price of \$8.20 per share. The Purchase Agreement provides for customary representations, warranties and conditions. The sale of such shares was completed on September 10, 2014.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).

Exhibit 31 Purchase Agreement, dated September 5, 2014, among the Dice Holdings, Inc. and the sellers listed on Schedule 1 thereto.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 10, 2014.

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC GENPAR, L.P.

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC PARTNERS 79, L.P.

By: General Atlantic LLC,
its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC PARTNERS 84, L.P.

By: General Atlantic GenPar, L.P.,
its general partner

By: General Atlantic LLC,
its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy

Title: Managing Director

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GAP-W HOLDINGS, L.P.

By: General Atlantic GenPar, L.P.,
its general partner

By: General Atlantic LLC,
its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPSTAR, LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Vice President

GAP COINVESTMENTS CDA, L.P.

By: General Atlantic LLC,
its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III, LLC

By: General Atlantic LLC,
its managing member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS IV, LLC

By: General Atlantic LLC,
its managing member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

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253017107

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GAPCO GMBH & CO. KG

By: GAPCO Management GmbH,
its general partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO MANAGEMENT GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director
