

DHI GROUP, INC.  
Form 8-K  
May 12, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2016

DHI Group, Inc.  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 001-33584                | 20-3179218                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

1040 Avenue of the Americas, 8th Floor  
New York, NY 10018  
(Address of principal executive offices, including zip code)

(212) 725-6550  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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)

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

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

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

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Item 8.01. Other Events.

On May 11, 2016, investment funds affiliated with Quadrangle Group LLC, holders of approximately 4.7% of the common stock, par value \$0.01 per share (the "Common Stock"), of DHI Group, Inc. (the "Company"), distributed approximately 2,500,000 shares of Common Stock to their investors. A copy of the press release issued by the Company on May 11, 2016 concerning the foregoing is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release, dated May 11, 2016

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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.

DHI GROUP, INC.

By: /s/ Brian Campbell

Brian Campbell

Vice President, Business and Legal Affairs and General Counsel

Date: May 11, 2016

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release, dated May 11, 2016

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