

DICE HOLDINGS, INC.
 Form 5
 February 17, 2015

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MELLAND SCOT W

(Last) (First) (Middle)

C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 8TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DICE HOLDINGS, INC. [DHX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 05/23/2014 | | F4 | 2,837 D | \$ 7 273,652 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Acquired (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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|---------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 9.82 | 03/31/2014 | Â | D4 <u>(1)</u> | Â 150,000 | | Â <u>(2)</u> | 02/20/2020 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 14.5 | 03/31/2014 | Â | D4 <u>(1)</u> | Â 17,500 | | Â <u>(3)</u> | 03/03/2018 | Common Stock | 17,500 |
| Employee Stock Option (Right to Buy) | \$ 8.97 | 03/31/2014 | Â | D4 <u>(1)</u> | Â 63,750 | | Â <u>(4)</u> | 02/27/2019 | Common Stock | 63,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MELLAND SCOT W C/O DICE HOLDINGS, INC., 1040 AVENUE OF THE AMERICAS, 8TH FLOOR NEW YORK, NY 10018 | Â X | Â | Â | Â |

Signatures

/s/ Scot Melland 02/17/2015
 **Signature of Date
 Reporting Person

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) This transaction represents the forfeiture of stock options by Mr. Melland pursuant to the terms of the Separation Agreement and General Release of All Claims dated July 29, 2013, between Mr. Melland, Dice Holdings, Inc. and Dice, Inc.
- (2) These options were granted on February 20, 2013 and have a vesting schedule of four years, with the first 25% vesting on the first anniversary of the date of grant and 6.25% vesting quarterly thereafter.
- (3)

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These options were granted on March 3, 2011 and have a vesting schedule of four years, with the first 25% vesting on the first anniversary of the date of grant and 6.25% vesting quarterly thereafter.

- (4) These options were granted on February 27, 2012 and had a vesting schedule of four years, with the first 25% vesting on the first anniversary of the date of grant and 6.25% vesting quarterly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.