

Edgar Filing: MELLAND SCOT W - Form SC 13G/A

MELLAND SCOT W
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

DICE HOLDINGS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

253017 10 7

(CUSIP Number)

DECEMBER 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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).

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1. NAME OF REPORTING PERSON Scot W. Melland

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	2,963,171
	(Includes options to purchase	-----
BENEFICIALY	2,801,987 shares of the issuer's	
OWNED BY EACH	common stock that were vested and	
	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	2,963,171

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,963,171

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.6%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Michael P. Durney

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2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	1,096,796
	(Includes options to purchase	-----
BENEFICIALY	975,859 shares of the issuer's	
	common stock that were vested and	
OWNED BY EACH	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	1,096,796

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,096,796

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.7%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Thomas Silver

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	963,892
	(Includes options to purchase	-----
BENEFICIALY	953,359 shares of the issuer's	
	common stock that were vested and	
OWNED BY EACH	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	963,892

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,892

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.5%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Constance Melrose

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

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NUMBER OF SHARES	(5) SOLE VOTING POWER	153,427
	(Includes options to purchase	-----
	141,902 shares of the issuer's	
BENEFICIALY	common stock that were vested and	
	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
OWNED BY EACH	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	153,427

	(8) SHARED DISPOSITIVE POWER	0
WITH		-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

153,427

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Brian P. Campbell

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	225,130
	(Includes options to purchase	-----
	213,619 shares of the issuer's	
BENEFICIALY	common stock that were vested and	
	exercisable as of December 31, 2008	
	or within 60 days thereafter)	

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OWNED BY EACH	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	225,130

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

225,130

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.4%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Kent Thompson

2. CHECK THE APPROPRIATE BOX	(a) []
IF A MEMBER OF A GROUP	(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION	United States
---	---------------

NUMBER OF SHARES	(5) SOLE VOTING POWER	195,222
	(Includes options to purchase 183,664 shares of the issuer's common stock that were vested and exercisable as of December 31, 2008 or within 60 days thereafter)	-----
BENEFICIALY OWNED BY EACH	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	195,222

	(8) SHARED DISPOSITIVE POWER	0

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WITH -----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

195,222

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Paul Melde

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	155,338
	(Includes options to purchase	-----
BENEFICIALY	143,813 shares of the issuer's	
	common stock that were vested and	
OWNED BY EACH	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	155,338

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,338

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%

12. TYPE OF REPORTING PERSON IN

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1. NAME OF REPORTING PERSON Robert Dumas

2. CHECK THE APPROPRIATE BOX (a) []
IF A MEMBER OF A GROUP (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	(5) SOLE VOTING POWER	177,112
	(Includes options to purchase	-----
BENEFICIALY	154,062 shares of the issuer's	
	common stock that were vested and	
OWNED BY EACH	exercisable as of December 31, 2008	
	or within 60 days thereafter)	
	(6) SHARED VOTING POWER	0

REPORTING PERSON	(7) SOLE DISPOSITIVE POWER	177,112

WITH	(8) SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

177,112

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]

See Item 8.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3%

12. TYPE OF REPORTING PERSON IN

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Item 1. (a) NAME OF ISSUER

Dice Holdings, Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3 Park Avenue, 33rd Floor
New York, New York 10016

Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons")

- (i) Scot W. Melland;
- (ii) Michael P. Durney;
- (iii) Thomas Silver;
- (iv) Constance Melrose;
- (v) Brian P. Campbell;
- (vi) Kent Thompson;
- (vii) Paul Melde; and
- (viii) Robert Dumas.

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

c/o Dice Holdings, Inc.
3 Park Avenue, 33rd Floor
New York, New York 10016

(c) CITIZENSHIP

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Each Reporting Person is an individual and has United States citizenship.

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share (the "Common Stock" or "Shares")

(e) CUSIP NUMBER

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Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Each of the Reporting Persons may be deemed to beneficially own the Shares listed opposite such Reporting Persons named below:

REPORTING PERSON -----	NUMBER OF SHARES BENEFICIALLY OWNED -----
Scot W. Melland	2,963,171
Michael P. Durney	1,096,796
Thomas Silver	963,892
Constance Melrose	153,427
Brian P. Campbell	225,130
Kent Thompson	195,222
Paul Melde	155,338
Robert Dumas	177,112

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(b) PERCENTAGE OWNED:

Based on calculations made in accordance with Rule 13d-3(d), and there being 62,209,853 Shares outstanding as of October 24, 2008 as reported in the Company's Form 10-Q (File No. 001-33584) filed with the Securities and Exchange Commission on October 30, 2008, each of the Reporting Persons may be deemed to beneficially own the percentage of the outstanding Common Stock listed opposite such Reporting Persons name below:

REPORTING PERSON -----	PERCENT OF CLASS -----
Scot W. Melland	4.6%
Michael P. Durney	1.7%

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Thomas Silver	1.5%
Constance Melrose	0.2%
Brian P. Campbell	0.4%
Kent Thompson	0.3%
Paul Melde	0.2%
Robert Dumas	0.3%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and disposition of the Shares as listed opposite such Reporting Persons name in Items 4(a) and (b) above.

(ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and disposition of the Shares set forth on such Reporting Person's cover page included herein.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

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Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 4.

Each Reporting Person is a party to the Institutional and Management Shareholders Agreement, dated as of July 23, 2007 (the "Shareholders Agreement"), among Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP

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(collectively, the "Quadrangle entities"), General Atlantic Partners 79, L.P., GapStar, LLC, GAP-W Holdings, L.P., GAP Coinvestments III, LLC, GAP Coinvestments IV, LLC and GAPCO GmbH & Co. KG (collectively, the "General Atlantic entities") and the Management Shareholders named therein. Each of the Reporting Persons is a "Management Shareholder" as such term is defined in the Shareholders Agreement. The Shareholders Agreement contains provisions restricting the transfer of the Company's Common Stock by the Reporting Persons and provides the Reporting Persons with "piggy back" registration rights. The Shareholders Agreement is filed as Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-33584) filed with the Securities and Exchange Commission on July 23, 2007.

Given the terms of the Shareholders Agreement, the Reporting Persons together with the Quadrangle entities and the General Atlantic entities might be deemed to constitute a "group" that, as of the date hereof, collectively beneficially owns approximately 51,173,453 Shares, or 75.5%, of the Company's total number of Shares outstanding for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons and the other parties to the Shareholders Agreement acknowledge they are acting as a "group" solely for the purpose of causing the Company to qualify as a controlled company under Section 303A.00 of the New York Stock Exchange Listed Company Manual. The Share ownership reported herein by the Reporting Persons does not include any Shares owned by the other parties to the Shareholders Agreement (other than Shares owned by the Management Shareholders). Each Reporting Person disclaims beneficial ownership of the Shares of the Company other than the amounts reported on such Reporting Person's cover page included herein.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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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 as of February 12, 2009

SCOT W. MELLAND

By: /S/ SCOT W. MELLAND

MICHAEL P. DURNEY

By: /S/ MICHAEL P. DURNEY

THOMAS SILVER

By: /S/ THOMAS SILVER

CONSTANCE MELROSE

By: /S/ CONSTANCE MELROSE

BRIAN P. CAMPBELL

By: /S/ BRIAN P. CAMPBELL

KENT THOMPSON

By: /S/ KENT THOMPSON

PAUL MELDE

By: /S/ PAUL MELDE

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ROBERT DUMAS

By: /S/ ROBERT DUMAS

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EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended (previously filed).