

DICE HOLDINGS, INC.

Form 3

July 17, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

EZERSKY PETER

(Last) (First) (Middle)

C/O QUADRANGLE GROUP
LLC, 375 PARK AVENUE

(Street)

NEW YORK, NY 10152

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/17/2007

3. Issuer Name and Ticker or Trading Symbol
DICE HOLDINGS, INC. [DHX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EZERSKY PETER C/O QUADRANGLE GROUP LLC 375 PARK AVENUE NEW YORK, NY 10152	X			

Signatures

/s/ Peter Ezersky 07/17/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

The reporting person is a member of the board of directors of the issuer and a Managing Member of which is the general partner of Quadrangle GP Investors II LP. Quadrangle GP Investors II LP is a Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II LP. Quadrangle Capital Partners II LP owns 40,864.9 shares of Common Stock, par value \$0.01 ("Common Stock") of the issuer. Quadrangle Select Partners II LP owns 1,014.7 shares of Common Stock of the issuer and 560,115 shares of Series A Convertible Preferred Stock, par value \$0.01 ("Series A Preferred Stock") of the issuer. Quadrangle Capital Partners II LP owns 4,220.5 shares of Common Stock of the issuer and 560,115 shares of Series A Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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