DICE HOLDINGS, INC.
Form 10-Q
October 30, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2008

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _________ to _________

Commission File Number: 001-33584

DICE HOLDINGS, INC.

(Exact name of Registrant as specified in its Charter)

Delaware	**20-3179218**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
3 Park Avenue New York, New York	**10016**
(Address of principal executive offices)	**(Zip Code)**

(212) 725-6550

(Registrant s telephone number, including area code)

None

(Former name, former address and former fiscal year - if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer x Smaller Reporting Company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of October 24, 2008, 62,209,853 shares of common stock (Common Stock) of the Registrant were outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DICE HOLDINGS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)

(in thousands except share and per share data)

	September 30, 2008	December 31, 2007
ASSETS		
Current assets		
Cash and cash equivalents	$ 70,317	$ 57,525
Marketable securities	8,289	150
Accounts receivable, net of allowance for doubtful accounts of $1,448 and $1,631	11,911	19,112
Deferred income taxes - current	5,386	13,750
Prepaid and other current assets	2,159	2,582
Current assets of discontinued operations		195
Total current assets	98,062	**93,314**
Fixed assets, net	5,968	5,768
Acquired intangible assets, net	64,848	78,572
Goodwill	154,454	159,773
Deferred financing costs, net of accumulated amortization of $1,877 and $1,252	2,916	3,541
Other assets	299	484
Non-current assets of discontinued operations		135
Total assets	**$ 326,547**	**$ 341,587**
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$ 12,654	$ 11,971
Deferred revenue	44,854	46,230
Current portion of long-term debt	1,000	2,850
Income taxes payable	5,154	3,697
Current liabilities of discontinued operations		1,404
Total current liabilities	**63,662**	**66,152**
Long-term debt	99,300	121,550
Deferred income taxes - non-current	19,184	26,256
Interest rate hedge liability	649	
Other long-term liabilities	6,555	7,002
Total liabilities	**189,350**	**220,960**
Commitments and contingencies (Note 7)		
Stockholders equity		
	622	622

Common stock, $.01 par value, authorized 240,000,000 shares; issued and outstanding: 62,209,853 and 62,172,690 shares, respectively		
Additional paid-in capital	224,852	220,222
Accumulated other comprehensive income (loss)	(3,137)	3,130
Accumulated deficit	(85,140)	(103,347)
Total stockholders equity	**137,197**	**120,627**
Total liabilities and stockholders equity	**$ 326,547**	**$ 341,587**

See accompanying notes to the condensed consolidated financial statements.

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DICE HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

(in thousands except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenues	$ 39,642	$ 38,089	$ 119,492	$ 102,836
Operating expenses:				
Cost of revenues	2,558	2,443	7,459	6,215
Product development	1,183	1,178	3,527	3,140
Sales and marketing	14,350	13,469	45,151	40,480
General and administrative	5,362	5,213	16,274	13,573
Depreciation	965	827	2,786	2,148
Amortization of intangible assets	4,186	4,661	12,665	14,662
Total operating expenses	28,604	27,791	87,862	80,218
Operating income	11,038	10,298	31,630	22,618
Interest expense	(2,441)	(3,387)	(7,609)	(10,027)
Interest income	528	371	1,502	527
Other income (expense)	135		(974)	
Income from continuing operations before income taxes	9,260	7,282	24,549	13,118
Income tax expense	2,889	2,779	6,861	3,561
Income from continuing operations	6,371	4,503	17,688	9,557
Discontinued operations:				
Income (loss) from discontinued operations		(460)	519	(1,301)
Income tax benefit from discontinued operations		154		5,310
Minority interest in net loss of subsidiary				121
Income (loss) from discontinued operations, net of tax		(306)	519	4,130
Net income	6,371	4,197	18,207	13,687
Convertible preferred stock dividends				(107,718)
Income (loss) attributable to common stockholders	$ 6,371	$ 4,197	$ 18,207	$ (94,031)
Basic earnings (loss) per share:				
From continuing operations	$ 0.10	$ 0.07	$ 0.28	$ (5.82)
From discontinued operations		(0.01)	0.01	0.24
	$ 0.10	$ 0.06	$ 0.29	$ (5.58)
Diluted earnings (loss) per share:				
From continuing operations	$ 0.10	$ 0.07	$ 0.27	$ (5.82)

From discontinued operations			0.01	0.24
	$ 0.10	$ 0.07	$ 0.28	$ (5.58)

See accompanying notes to the condensed consolidated financial statements.

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DICE HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)

	Nine Months Ended September 30, 2008	2007
Cash flows provided by operating activities:		
Net income	$ 18,207	$ 13,687
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,786	2,148
Amortization of intangible assets	12,665	14,662
Deferred income taxes	1,422	(1,496)
Gain on sale of joint venture	(611)	
Amortization of deferred financing costs	625	538
Share based compensation	4,167	2,920
Loss on interest rate hedges	974	
Changes in operating assets and liabilities:		
Accounts receivable	6,585	(1,420)
Prepaid expenses and other assets	(359)	(1,362)
Accounts payable and accrued expenses	1,422	(683)
Income taxes payable	2,993	59
Deferred revenue	(751)	9,288
Other, net	58	(150)
Net cash provided by operating activities of continuing operations	50,183	38,191
Cash flows provided by (used for) investing activities:		
Purchases of fixed assets	(3,043)	(2,572)
Purchases of marketable securities	(49,197)	(200)
Maturities and sales of marketable securities	40,988	400
Other, net		(32)
Net cash used for investing activities of continuing operations	(11,252)	(2,404)
Cash flows provided by (used for) financing activities:		
Proceeds from long-term debt		113,000
Payments on long-term debt	(24,100)	(77,300)
Dividends paid on convertible preferred stock		(107,718)
Dividends paid on common stock		(180)
Payments to holders of vested stock options in lieu of dividends		(4,602)
Financing costs paid		(2,246)
Proceeds from initial public offering		81,003
Payment of costs related to initial public offering	(354)	(1,437)
Proceeds from stock option exercises	58	89
Other		(175)
Net cash provided by (used for) financing activities of continuing operations	(24,396)	434
Net cash provided by (used for) operating activities of discontinued operations	(409)	583

Net cash used for investing activities of discontinued operations		(6)
Net cash provided by (used for) discontinued operations	(409)	577
Effect of exchange rate changes	(1,334)	154
Net change in cash and cash equivalents for the period	12,792	36,952
Cash and cash equivalents, beginning of period	57,525	5,684
Cash and cash equivalents, end of period	$ 70,317	$ 42,636

See accompanying notes to the condensed consolidated financial statements.

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DICE HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Dice Holdings, Inc. (DHI or the Company) have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been omitted and condensed pursuant to such rules and regulations. In the opinion of the Company s management, all adjustments (consisting of only normal and recurring accruals) have been made to present fairly the financial positions, the results of operations and cash flows for the periods presented. Although the Company believes that the disclosures are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the Company s audited consolidated financial statements as of and for the year ended December 31, 2007 that are included in the Company s Annual Report on Form 10-K. Operating results for the three month or nine month periods ended September 30, 2008 are not necessarily indicative of the results to be achieved for the full year.

Preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the period. Management believes the most complex and sensitive judgments, because of their significance to the condensed consolidated financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Actual results could differ materially from management s estimates. There have been no significant changes in the Company s assumptions regarding critical accounting estimates during the first nine months of 2008.

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not impose fair value measurements on items not already accounted for at fair value; rather it applies, with certain exceptions, to other accounting pronouncements that either require or permit fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. FASB Staff Position 157-2: *Effective Date of FASB Statement No. 157* (FSP 157-2) delayed the implementation of SFAS 157 for certain non-financial assets and liabilities. The Company partially adopted SFAS 157 in the first quarter of 2008. The adoption did not have an impact on the Company s consolidated financial statements. The Company did not adopt SFAS 157 as it relates to goodwill and other intangible assets due to the delay allowed by FSP 157-2. SFAS 157 was adopted for interest rate hedge assets and liabilities. These assets and liabilities are valued using observable inputs from a third party provider. The standard was also adopted for marketable securities. Marketable securities are valued using quoted prices in the market. The assets and liabilities measured at fair value on a recurring basis are as follows as of September 30, 2008 (in thousands):

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total as of September 30, 2008**
Interest rate hedge asset	$	$ 120	$	$ 120
Interest rate hedge liability		649		649
Marketable securities	8,289			8,289

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after December 15, 2007. The Company adopted SFAS 159 in the first quarter of 2008 choosing not to elect the fair value measurement option for any of its assets and liabilities, therefore resulting in no changes to its consolidated financial statements. The Company will continue to evaluate items on a case-by-case basis for consideration of the fair value option.

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In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R (SFAS 141R), *Business Combinations and Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51*. These statements change the accounting for business combinations and noncontrolling interests (minority interests in current U.S. GAAP) including requiring more assets acquired and liabilities assumed to be measured at fair value, requiring liabilities related to contingent consideration to be remeasured at fair value in each subsequent reporting period, requiring the acquirer in preacquisition periods to expense all acquisition-related costs and requiring noncontrolling interests in subsidiaries initially to be measured at fair value and classified as a separate component of equity. Both statements are to be applied prospectively and will be adopted by the Company on January 1, 2009. The standards have no impact to the Company s financial statements in 2008.

3. DISCONTINUED OPERATIONS

MeasureUp The Company provided certification test preparation and assessment products for technology professionals through its subsidiary, MUP, Inc. (formerly known as MeasureUp, Inc.) (MeasureUp). In February 2007, the Company decided to abandon the MeasureUp business after assessing the long-term economic viability of MeasureUp in light of its projected operating losses, the lack of an operational or strategic fit with the Company s core business, and after unsuccessfully attempting to sell the business. All significant business activities of MeasureUp were ceased on March 30, 2007. Accordingly, the Company reflects the related assets, liabilities, and results of operations from this segment as discontinued operations for the nine month period ended September 30, 2007. Expenses that are not directly identified to MeasureUp or are considered corporate overhead have not been allocated to this segment in arriving at results from discontinued operations. Summary results of operations for the former MeasureUp operating segment prior to ceasing operations were as follows (in thousands):

	Nine Months Ended September 30, 2007
Revenues	$ 835
Operating expenses:	
Cost of revenues	173
Product development	600
Sales and marketing	288
General and administrative	332
Depreciation	16
Other income	(331)
Total operating expenses	1,078
Operating income (loss)	(243)
Income tax benefit	4,887
Income from discontinued operations	$ 4,644

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Dice India Dice India Holdings, Inc. (Dice India), a wholly owned subsidiary of the Company, entered into a joint venture agreement with CyberMedia (India) Limited (CyberMedia) in 2004 to form CyberMedia Dice Careers Limited (CMD), an online technology-focused career website for the posting of technology-related jobs based in India. Dice India owned a majority of CMD. During the fourth quarter of 2007, Dice India decided to exit the joint venture, after assessing the long-term economic viability of the business in light of its operating losses. Dice India sold its interest in the joint venture to an affiliate of CyberMedia on January 28, 2008. Accordingly, the Company now reflects the related assets, liabilities, and results of operations from this segment as discontinued operations for all periods presented. Expenses that are not directly identified to Dice India or are considered corporate overhead have not been allocated to this segment in arriving at results from discontinued operations. Summary results of operations for Dice India were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenues	$	$ 119	$ 37	$ 412
Operating expenses:				
Cost of revenues		60	14	203
Sales and marketing		353	40	916
General and administrative		140	75	273
Depreciation		26		78
Total operating expenses		579	129	1,470
Operating loss		(460)	(92)	(1,058)
Gain on sale of joint venture			611	
Income tax benefit		154		423

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Minority interest in net loss of subsidiary				121
Income (loss) from discontinued operations	$	$ (306)	$ 519	$ (514)

4. MARKETABLE SECURITIES

The Company s marketable securities are comprised of U.S. government and agency securities and corporate debt securities with readily determinable quoted market values. Marketable securities are classified and accounted for as available-for-sale and are reported at fair market value with the resulting net unrealized gains or losses reported as a separate component of stockholders equity. If management determines that an unrealized loss is other-than-temporary, such loss will be charged to the statement of operations. There were no other-than-temporary charges during the three months and nine months ended September 30, 2008 or 2007. The following tables summarize the Company s marketable securities as of September 30, 2008 and December 31, 2007 (in thousands):

	As of September 30, 2008			
	Maturity	Gross Amortized Cost	Gross Unrealized Gains (Losses)	Estimated Fair Value
U.S. Government agencies	within one year	$ 6,395	$ (19)	$ 6,376
U.S. Government agencies	1 - 5 years	1,915	(2)	1,913
		$ 8,310	$ (21)	$ 8,289

		As of December 31, 2007		
	Maturity	Gross Amortized Cost	Gross Unrealized Gains (Losses)	Estimated Fair Value
Corporate debt securities	within one year	$ 49	$ 1	$ 50
U.S. Government agencies	within one year	100		100
		$ 149	$ 1	$ 150

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5. ACQUIRED INTANGIBLE ASSETS, NET

Below is a summary of the major acquired intangible assets and weighted average amortization periods for the acquired identifiable intangible assets (in thousands). The impairment relates to the reduction in the carrying value of the intangible assets of JobsintheMoney that was recorded in the fourth quarter of 2007.

	As of September 30, 2008				
	Acquired Cost	Accumulated Amortization	Foreign Currency Translation Adjustment	Acquired Intangible Assets, Net	Weighted Average Amortization Period
Technology	$ 12,420	$ (9,383)	$ 47	$ 3,084	3.75 years
Trademarks and brand names Dice	39,000			39,000	Indefinite
Trademarks and brand names Other	6,400	(2,830)	(66)	3,504	5 years
Customer lists	36,361	(21,178)	(28)	15,155	4.5 years
Candidate database	17,440	(13,350)	15	4,105	3.75 years
Acquired intangible assets, net	$ 111,621	$ (46,741)	$ (32)	$ 64,848	

	As of December 31, 2007					
	Acquired Cost	Accumulated Amortization	Foreign Currency Translation Adjustment	Impairment	Acquired Intangible Assets, Net	Weighted Average Amortization Period
Technology	$ 12,700	$ (6,926)	$ 149	$ (280)	$ 5,643	3.75 years
Trademarks and brand names Dice	39,000				39,000	Indefinite
Trademarks and brand names Other	7,600	(1,888)	292	(1,200)	4,804	5 years
Customer lists	36,700	(15,222)	529	(339)	21,668	4.5 years
Order backlog	2,000	(2,037)	37			.5 years
Candidate database	18,500	(10,050)	67	(1,060)	7,457	3.75 years
Leasehold interests	154	(162)	8			3 years
Acquired intangible assets, net	$ 116,654	$ (36,285)	$ 1,082	$ (2,879)	$ 78,572	

Based on the carrying value of the acquired finite lived intangible assets recorded as of September 30, 2008, and assuming no subsequent impairment of the underlying assets, the estimated future amortization expense is as follows (in thousands):

October 1, 2008 through December 31, 2008	$ 4,127
2009	14,148
2010	6,667
2011	906
2012	

6. INDEBTEDNESS

On March 21, 2007, the Company entered into an Amended and Restated Financing Agreement (the Amended and Restated Credit Facility or Agreement), resulting in total borrowings of $194.0 million. The Amended and Restated Credit Facility provides for a revolving credit facility of $75.0 million and a term loan facility of $125.0 million, and matures on March 21, 2012. The Company began making mandatory quarterly payments of $250,000 on the term loan facility in September 2007. A principal payment of $2.1 million was made in March 2008 on the term loan facility to satisfy the requirement that a portion of excess cash flow, as defined in the Agreement, be applied as a prepayment. A principal payment of $21.4 million on the term loan facility was made in September 2008. Additionally, a principal payment of $18.5 million on the term loan facility was made in October 2008. Payments of principal on the term loan facility result in permanent reductions to that facility. The borrowing capacity of the revolving credit facility is reduced by reserves against our interest rate swaps, which are determined by the swap counterparty. Borrowings under the Agreement bear interest, at the Company s option, at the LIBOR rate plus 3.25% or reference rate plus 1.75%. The Amended and Restated Credit Facility contains certain financial and other covenants. The Company was in compliance with all such covenants as of September 30, 2008.

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The amounts borrowed and terms of the financing agreement as of September 30, 2008 and December 31, 2007 are as follows (dollars in thousands):

	September 30, 2008	December 31, 2007
Maximum available under revolving credit facility	$ 72,750	$ 75,000
Maximum available under term loan facility	$ 100,300	$ 124,400
Amounts Borrowed:		
LIBOR rate loans	$ 80,000	$ 108,400
Reference rate loans	20,300	16,000
Total borrowed	$ 100,300	$ 124,400

	September 30, 2008	December 31, 2007
Interest Rates:		
LIBOR Option:		
Interest margin	3.25%	3.25%
Minimum LIBOR rate	3.00%	3.00%
Actual interest rates	6.25%	8.03% to 8.49%
Reference Rate Option:		
Interest margin	1.75%	1.75%
Minimum reference rate	6.00%	6.00%
Actual interest rate	7.75%	9.00%

Future maturities as of September 30, 2008 are as follows (in thousands):

October 1 to December 31, 2008	$ 250
2009	1,000
2010	1,000
2011	1,000
2012	97,050
Total minimum payments	$ 100,300

In December 2007, the Company entered into an interest rate swap agreement which effectively fixes the interest rate on $60.0 million of LIBOR-based debt at 7.39% for the two-year period from January 2, 2008 to January 2, 2010. In February 2008, the Company entered into an interest rate swap agreement which effectively fixes the interest rate on an additional $20.0 million of LIBOR-based debt at 6.37% for the three-year period from February 11, 2008 to February 11, 2011. The Company determined the two interest rate swaps did not qualify for hedge accounting under Statement of Financial Standards No. 133 (SFAS 133), *Accounting for Derivatives*, *as amended*, at inception of the swaps based on the Company s hedging policy and the timing of its effectiveness tests. On March 18, 2008, the Company amended its hedging policy and performed new effectiveness tests, which resulted in the interest rate swaps qualifying for hedge accounting treatment under SFAS 133 as of that date. A one-time non-cash pre-tax charge of $2.3 million was included as other expense in the condensed consolidated statement of operations for the three month period ended March 31, 2008. Following the qualification of hedge accounting on March 18, 2008, the change in the fair value of the interest rate swaps was recorded to other comprehensive income in equity, with any ineffective portion being recorded to the condensed consolidated statement of operations. During June 2008, the $60.0 million swap became ineffective primarily due to the 3.00% minimum LIBOR rate under the Amended and Restated Credit Facility as the swap itself does not contain a rate floor. Therefore, the ineffectiveness of the swap resulted in a portion of the change in fair value to be recorded as other income on the condensed consolidated statement of operations. Additionally, a portion of the $20.0 million swap was also ineffective. The ineffectiveness of both swaps resulted in other income of $135,000 and $1.3 million for the three and nine months ended September 30, 2008, respectively. The one-time charge of $2.3 million less the $1.3 million income from ineffectiveness results in expense of $974,000 reflected as other income (expense) on the condensed consolidated statements of operations for the nine month period ended September 30, 2008. The $60.0 million swap was valued at a loss of $649,000 and reflected as interest rate hedge liability on the condensed consolidated balance sheet. The $20.0 million swap was valued at a gain of $120,000 and reflected in other assets on the condensed consolidated balance sheet.

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7. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases equipment and office space under operating leases expiring at various dates through July 2012. Future minimum lease payments under non-cancelable operating leases as of September 30, 2008 are as follows (in thousands):

October 1, 2008 to December 31, 2008	$ 278
2009	907
2010	866
2011	830
2012	269
Total minimum payments	$ 3,150

Rent expense was $309,000 and $914,000 for the three and nine month periods ended September 30, 2008, respectively, and $254,000 and $731,000 for the three and nine month periods ended September 30, 2007, respectively.

Litigation

The Company is subject to various claims from taxing authorities, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable and the amounts are estimable. Although the outcome of these legal matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material adverse effect on the Company s financial condition, operations or liquidity.

8. EQUITY TRANSACTIONS

Convertible Preferred Stock The Company s Amended Certificate of Incorporation as in effect prior to its initial public offering (IPO) in July 2007 provided for the authorization of the Board of Directors (Board) at its discretion to issue up to 57,625,000 shares of convertible preferred stock with a par value of $0.01. At the time of issuance, the Board had the discretion as to the designation of each issuance, voting rights, dividend rights and rates, if any, redemption price and liquidation preference, among other provisions. All of the shares of Series A convertible preferred stock were converted into shares of the Company s common stock in July 2007.

Dividends On March 23, 2007, the Company paid a cash dividend of $107.9 million in the aggregate, or $1.95 per share, to holders of common stock and convertible preferred stock and made a payment of $4.6 million in the aggregate, or $1.95 per vested option, to holders of vested stock options in lieu of a dividend. The payments made to holders of vested stock options in lieu of dividends increased the accumulated deficit.

Stock split The Company effected a stock split on June 18, 2007, so that each share of common stock and Series A convertible preferred stock was split into 461 shares of common stock or Series A convertible preferred stock, as applicable. All share and per share amounts in the accompanying consolidated financial statements have been retroactively adjusted for all periods presented to give effect to the stock split.

Convertible Preferred Stock Conversion The terms of the Company s Series A convertible preferred stock as in effect prior to its IPO in July 2007 allowed the holders of 66 2/3% of such stock to require that all outstanding shares of the Series A convertible preferred stock be converted into an equal number of shares of common stock at any time. The holders of 66 2/3% of all outstanding shares of the Series A convertible preferred stock agreed to require that all outstanding shares of the Company s Series A convertible preferred stock be converted into an equal number of shares of the Company s common stock immediately prior to the consummation of the Company s IPO. All of the shares of Series A convertible preferred stock were converted into shares of the Company s common stock in July 2007.

Initial Public Offering On July 23, 2007, the Company completed its IPO. The Company sold 6,700,000 shares of its common stock and selling stockholders sold an additional 10,000,000 shares of common stock at a price of $13.00 per share less underwriting commissions. The selling stockholders granted the underwriters a 30 day option to purchase up to an additional 2,505,000 shares of the Company s common stock at a price of $13.00 per share less underwriting commissions. On August 16, 2007, the underwriters exercised the option to acquire 292,000 of those shares. The proceeds, net of underwriting commissions, received by the Company, were $81.0 million. The Company did not receive any proceeds from the sale of shares by the selling stockholders. The Company used a portion of the net proceeds that it received from the offering to repay $51.0 million of the outstanding indebtedness under the Amended and Restated Credit Facility.

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9. COMPREHENSIVE INCOME

The components of comprehensive income are as follows (in thousands):

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
Net income	$ 6,371	$ 4,197	$ 18,207	$ 13,687
Other comprehensive income:				
Foreign currency translation adjustment, net of tax of $-, $609, $- and $1,122	(8,080)	1,422	(6,539)	2,624
Fair value adjustment on interest rate hedges, net of tax of $85 $-, $187 and $-	(54)		285	
Unrealized gain (loss) on marketable securities, net of tax of $10, $1, $(7) and $2	14	3	(13)	6
Total other comprehensive income	(8,120)	1,425	(6,267)	2,630
Comprehensive income	$ (1,749)	$ 5,622	$ 11,940	$ 16,317

Accumulated other comprehensive income consists of the following components, net of tax, (in thousands):

	As of September 30, 2008	As of December 31, 2007
Foreign currency translation adjustment, net of tax of $1,336 and $1,336	$ (3,410)	$ 3,129
Fair value adjustment on interest rate hedges, net of tax of $160 and $-	285	
Unrealized gain (loss) on marketable securities, net of tax of $(7) and $1	(12)	1
Total accumulated other comprehensive income, net	$ (3,137)	$ 3,130

During the nine month period ended September 30, 2008, the Company reevaluated its strategy and determined that it expects its foreign earnings to be indefinitely invested. This determination resulted in a $1.3 million tax benefit. The tax impact on the foreign currency translation adjustment in accumulated other comprehensive income will remain at $1.3 million in the future due to this one-time tax benefit being recorded to the condensed consolidated statements of operations.

10. STOCK BASED COMPENSATION

Restricted Stock On April 18, 2008, a total of 16,000 shares of stock were granted to two non-employee members of the Company s Board of Directors. These shares are compensation for services as board members and the shares cannot be sold for one year from the grant date. During the three and nine month periods ended September 30, 2008, compensation cost of $32,000 and $59,000, respectively, was recorded related to these grants. An additional $70,000 of compensation cost will be recorded through the remainder of the one year vesting period. The closing price of the Company s stock on the date of grant was used to value the grants. There was no cash flow impact resulting from the grants.

Stock Option Plans The Company has two plans under which it may grant stock options to certain employees and directors of the Company and its subsidiaries. Compensation expense is recorded in accordance with SFAS 123 (Revised 2004), *Share-Based Payment*, for stock options awarded to employees in return for employee service. The expense is measured at the grant-date fair value of the award and recognized as compensation expense on a straight-line basis over the employee service period, which is the vesting period. The Company estimates forfeitures that it expects will occur and records expense based upon the number of awards expected to vest.

The Company recorded stock based compensation expense of $1.4 million and $4.1 million during the three and nine month periods ended September 30, 2008, respectively, and $1.1 million and $2.9 million during the three and nine month periods ended September 30, 2007, respectively. At September 30, 2008, there was $8.5 million of unrecognized compensation expense related to unvested stock options, which is expected to be recognized over a weighted-average period of approximately 1.5 years.

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The fair value of each option grant is estimated using the Black-Scholes option-pricing model using the weighted average assumptions in the table below. Because the Company s stock was not publicly traded during all of the periods when options were granted, the average historical volatility rate for a similar entity was used. The expected life of options granted is derived from historical exercise behavior. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury rates in effect at the time of grant. The fair value of the common stock for the option grants prior to the IPO was determined based on a contemporaneous internal valuation prepared by management, which had the appropriate levels of competency.

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2008	Nine Months Ended September 30, 2007
The weighted average fair value of options granted	$ 2.91	$	$ 2.05	$ 1.35
Dividend yield	0.00%		0.00%	0.00%
Weighted average risk free interest rate	2.77%		2.14%	4.68%
Weighted average expected volatility	55.02%		47.58%	35.24%
Expected life (in years)	4.8		4.0	4.0

During the nine months ended September 30, 2008, the Company granted the following stock options with exercise prices as follows:

Grant Date	Number of stock options issued	Fair value of common stock	Exercise price	Intrinsic value
February 12, 2008	1,574,750	$ 6.65	$ 6.65	$
April 17, 2008	42,500	$ 8.05	$ 8.05	$
April 18, 2008	70,000	$ 8.09	$ 8.09	$
July 15, 2008	14,000	$ 7.38	$ 7.38	$
July 28, 2008	14,000	$ 8.45	$ 8.45	$

A summary of the status of options granted as of September 30, 2008 and 2007, and the changes during the three and nine month periods then ended, is presented below:

	Three Months Ended September 30, 2008		Three Months Ended September 30, 2007	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Options outstanding at beginning of the period	9,669,073	$ 2.77	8,227,467	$ 1.90
Granted	28,000	$ 7.92		$
Exercised	(17,050)	$ 2.91	(51,927)	$ 1.70
Forfeited	(8,622)	$ 6.77		$
Options outstanding at September 30	9,671,401	$ 2.78	8,175,540	$ 1.90

	Nine Months Ended September 30, 2008		Nine Months Ended September 30, 2007	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Options outstanding at beginning of the period	8,038,280	$ 1.95	7,587,138	$ 2.34
Granted	1,715,250	$ 6.76	957,036	$ 6.61
Exercised	(21,163)	$ 2.79	(51,927)	$ 1.70
Forfeited	(60,966)	$ 5.75	(316,707)	$ 3.70
Options outstanding at September 30	9,671,401	$ 2.78	8,175,540	$ 1.90

Exercisable at September 30	5,286,765	$	1.65	3,164,019	$	1.53

There were 211,698 stock options exercised during the year ended December 31, 2007.

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On March 23, 2007, the Company paid a cash dividend of $107.9 million in the aggregate, or $1.95 per share, to holders of common stock and convertible preferred stock and made a payment of $4.6 million in the aggregate, or $1.95 per vested option, to holders of vested stock options in lieu of a dividend. The Board approved reducing the strike price of the non-vested options outstanding at the date of the payment of the dividend by $1.78 in order to maintain the economic value of the options in comparison to the value those options had immediately prior to the dividend, which resulted in a reduction of the weighted average exercise price of $0.96 per option.

The following table summarizes information about options outstanding as of September 30, 2008:

	Options Outstanding		Options Exercisable
Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life (in years)	Number Exercisable
$ 0.20 - $ 0.99	3,879,877	6.9	2,313,041
$ 1.00 - $ 1.99	2,267,519	6.9	2,258,443
$ 4.00 - $ 4.99	873,134	8.1	380,839
$ 6.00 - $ 8.99	2,611,071	7.1	334,442
$ 10.00 - $ 10.99	39,800	9.2	
	9,671,401		5,286,765

11. SEGMENT INFORMATION

The Company aggregates its operating segments into two reportable segments: DCS Online and eFinancialCareers. Management has organized its reportable segments based upon similar geographic location and similar economic characteristics. Both DCS Online and eFinancialCareers generate revenue from sales of recruitment packages. Aggregation is based on similarity of operating segments as to economic characteristics, products, types or classes of customer and the methods of distribution. In addition to these two reportable segments, the Company has other businesses and activities that individually are not more than 10% of consolidated revenues, net income, or total assets. These include Targeted Job Fairs, JobsintheMoney.com, and eFinancialCareers s North American operations; collectively reported in the Other category. The Company s foreign operations are comprised of eFinancialCareers, whose business is principally in Great Britain, Continental Europe, Middle East and Asia. The following table shows the segment information for the three and nine month periods ended September 30, 2008 and 2007 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Revenues:				
DCS Online	$ 27,199	$ 26,557	$ 81,695	$ 75,141
eFinancialCareers	9,862	8,349	29,563	19,991
Other	2,581	3,183	8,234	7,704
Total revenues	$ 39,642	$ 38,089	$ 119,492	$ 102,836
Depreciation:				
DCS Online	$ 862	$ 662	$ 2,479	$ 1,858
eFinancialCareers	63	131	192	213
Other	40	34	115	77
Total depreciation	$ 965	$ 827	$ 2,786	$ 2,148
Amortization:				

DCS Online	$ 2,778	$ 2,777	$ 8,333	$ 8,332
eFinancialCareers	1,230	1,462	3,799	4,865
Other	178	422	533	1,465
Total amortization	$ 4,186	$ 4,661	$ 12,665	$ 14,662

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	Three Months Ended September 30, 2008	2007	Nine Months Ended September 30, 2008	2007
Operating income:				
DCS Online	$ 7,660	$ 8,132	$ 21,447	$ 20,956
eFinancialCareers	3,243	2,303	10,040	2,944
Other	135	(137)	143	(1,282)
Operating income	11,038	10,298	31,630	22,618
Interest expense	(2,441)	(3,387)	(7,609)	(10,027)
Interest income	528	371	1,502	527
Other expense	135		(974)	
Income from continuing operations before income taxes	$ 9,260	$ 7,282	$ 24,549	$ 13,118
Capital expenditures:				
DCS Online	$ 871	$ 342	$ 2,845	$ 1,856
eFinancialCareers		496	151	569
Other	22	136	47	147
Total capital expenditures	$ 893	$ 974	$ 3,043	$ 2,572

The following table shows the segment information as September 30, 2008 and December 31, 2007 (in thousands):

	September 30, 2008	December 31, 2007
Total assets:		
DCS Online	$ 208,229	$ 228,371
eFinancialCareers	99,158	94,250
Other	19,160	18,636
Assets of discontinued operations		330
Total assets	$ 326,547	$ 341,587

The following table shows the change in the carrying amount of goodwill by reportable segment as of December 31, 2007 and the changes in goodwill for the nine month period ended September 30, 2008 (in thousands):

	DCS Online	eFC	Other	Total
Balance, December 31, 2007	$ 84,778	$ 58,724	$ 16,271	$ 159,773
Foreign currency translation adjustment		(5,319)		(5,319)
Balance, September 30, 2008	$ 84,778	$ 53,405	$ 16,271	$ 154,454

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12. EARNINGS PER SHARE

Basic earnings per share (EPS) is computed based on the weighted average number of shares of common stock outstanding. Diluted EPS is computed based on the weighted average number of shares of common stock outstanding plus common stock equivalents assuming exercise of stock options and conversion of outstanding convertible securities, where dilutive. The impact of 40,214,614 weighted average shares of preferred stock and 8,175,540 common stock options were anti-dilutive in the nine month period ended September 30, 2007 and therefore were excluded from the calculation of diluted EPS. The following is a calculation of basic and diluted earnings (loss) per share and weighted average shares outstanding for continuing operations and discontinued operations (in thousands except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	**2007**	**2008**	**2007**
Income from continuing operations	$ 6,371	$ 4,503	$ 17,688	$ 9,557
Preferred dividend				(107,718)
Preferred securities participating in earnings available to common stockholders		(801)		
Income (loss) available to common stockholders from continuing operations - basic	$ 6,371	$ 3,702	$ 17,688	$ (98,161)
Income (loss) available to common stockholders from continuing operations - diluted	$ 6,371	$ 4,503	$ 17,688	$ (98,161)
Income (loss) from discontinued operations	$	$ (306)	$ 519	$ 4,130
Preferred securities participating in earnings available to common stockholders		54		
Income (loss) available to common stockholders from discontinued operations - basic	$	$ (252)	$ 519	$ 4,130
Income (loss) available to common stockholders from discontinued operations - diluted	$	$ (306)	$ 519	$ 4,130
Weighted average shares outstanding - basic	62,204	49,873	62,188	16,868
Add shares issuable upon conversion of preferred securities		10,794		
Add shares issuable upon exercise of stock options	3,632	3,734	3,407	
Weighted average shares outstanding - diluted	65,836	64,401	65,595	16,868
Basic earnings (loss) per share:				
From continuing operations	$ 0.10	$ 0.07	$ 0.28	$ (5.82)
From discontinued operations		(0.01)	0.01	0.24
	$ 0.10	$ 0.06	$ 0.29	$ (5.58)
Diluted earnings (loss) per share:				
From continuing operations	$ 0.10	$ 0.07	$ 0.27	$ (5.82)
From discontinued operations			0.01	0.24
	$ 0.10	$ 0.07	$ 0.28	$ (5.58)

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
The following discussion should be read in conjunction with our condensed consolidated financial statements and the related notes included elsewhere in this report.

Information contained herein contains forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as may, will, should, believe, expect, anticipate, intend, plan, estimate or similar expressions. These statements are based on assumptions that we have made in light of our experienc in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, competition from existing and future competitors, failure to maintain and develop our reputation and brand recognition, failure to increase or maintain the number of customers who purchase recruitment packages, cyclicality or downturns in the economy or industries we serve, and the failure to attract qualified professionals or grow the number of qualified professionals who use our websites. These factors and others are discussed in more detail in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, under the headings Risk Factors, Forward-Looking Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations. You should keep in mind that any forward-looking statement made by us herein, or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy and information statements and other material information concerning us are available free of charge on the Investor Relations page of our website at www.diceholdingsinc.com.

Overview

We are a leading provider of specialized career websites for select professional communities. We target employment categories in which there is a long-term scarcity of highly skilled, highly qualified professionals relative to market demand. Our career websites serve as online marketplaces where employers and recruiters find and recruit prospective employees, and where professionals find relevant job opportunities and information to further their careers. Each of our career websites offers job postings, content, career development and recruiting services tailored to the specific needs of the professional community that it serves. Our largest websites by revenue are Dice.com, the leading career website in the United States for technology professionals, and eFinancialCareers.com, the leading global career website for financial services professionals.

We have identified two reportable segments under Statement of Financial Accounting Standards, or SFAS, No. 131, *Disclosures about Segments of an Enterprise and Related Information*, based on our operating structure. Our reportable segments include DCS Online (which includes Dice.com and ClearanceJobs.com) and eFinancialCareers international business. Targeted Job Fairs, JobsintheMoney.com, and eFinancialCareers North American operations do not meet certain quantitative thresholds, and therefore are reported in the aggregate in the Other segment.

Our Revenues and Expenses

We derive the substantial majority of our revenues from customers who pay fees, either annually, quarterly or monthly, to post jobs on our websites and to access our searchable databases of resumes. Our fees vary by customer based on the number of individual users of our databases of resumes, the number and type of job postings purchased and the terms of the postings purchased. In the United States, we sell recruitment packages that include both access to our databases of resumes and job posting capabilities. Internationally, our job postings and access to our resume databases are often sold separately and not as a single package. We believe the key metrics that are material to an analysis of our U.S. businesses are our total number of recruitment package customers and the revenue, on average, that these customers generate. Similar metrics are important to our international businesses. At September 30, 2008, Dice.com had approximately 8,800 total recruitment package customers and as of the same date our other websites collectively served approximately 2,750 customers, including some customers who are also customers of Dice.com.

Our ability to continue to grow our revenues will largely depend on our ability to grow our customer bases in the markets in which we operate by acquiring new recruitment package customers while retaining a high proportion of the customers we currently serve, and to expand the breadth of services our customers purchase from us. We continue to make investments in our business and infrastructure to help us achieve our long-term growth objectives.

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Our revenues are generated primarily from servicing customers seeking to hire qualified professionals in the technology and finance sectors. Accordingly, significant increases or decreases in the unemployment rate, labor shortages or a decrease in available jobs or overall recruitment activity, specifically in the technology, finance and other vertical industries we serve, can have a material affect on our revenues and results of operations. A significant increase in the unemployment rate or a shortage of available jobs could cause a decrease in the number of job postings on our websites, which in turn would negatively impact our revenues and income. Alternatively, a decrease in the unemployment rate or a labor shortage generally means that employers (including our customers) are seeking to hire more individuals, which would generally lead to more job postings and have a positive impact on our revenues and results of operations.

Other material factors that may affect our results of operations include our ability to attract qualified professionals to our websites and our ability to attract customers with relevant job opportunities. The more qualified professionals that use our websites, the more attractive our websites become to employers, which in turn makes them more likely to become our customers, resulting in positive impacts on our results of operations. If we are unable to continue to attract qualified professionals to our websites, our customers may no longer find our services attractive, which could have a negative impact on our results of operations. Additionally, in order to attract qualified professionals to our websites we need to ensure that our websites remain relevant.

The largest components of our expenses are personnel costs and marketing and sales expenditures. Personnel costs consist of salaries, benefits, and incentive compensation for our employees, including commissions for salespeople. Personnel costs are categorized in our statements of operations based on each employee s principal function. Marketing expenditures primarily consist of online advertising and direct mailing programs.

Critical Accounting Policies

This discussion of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates, judgments and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue, goodwill and intangible assets, stock-based compensation and income taxes. We based our estimates of the carrying value of certain assets and liabilities on historical experience and on various other assumptions that we believe are reasonable. In many cases, we could reasonably have used different accounting policies and estimates. In some cases, changes in the accounting estimates are reasonably likely to occur from period to period. Our actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect our more significant judgments used in the preparation of our consolidated financial statements.

Revenue Recognition

We recognize revenues, under the provisions of the Securities and Exchange Commission s Staff Accounting Bulletin, or SAB, No. 104, *Revenue Recognition*, when persuasive evidence of an agreement exists, delivery has occurred, the sales price is fixed or determinable and collectibility is reasonably assured. Payments received in advance of services being rendered are recorded as deferred revenue and recognized on a straight-line basis over the service period. We generate a majority of our revenue from the sale of recruitment packages.

Recruitment package revenues are derived from the sale to recruiters and employers of a combination of job postings and access to a searchable database of candidates on the *dice.com, clearancejobs.com, efinancialcareers.com,* and *jobsinthemoney.com* websites. Certain of our arrangements include multiple deliverables, which consist of access to job postings and access to a searchable database of resumes. In the absence of higher-level specific authoritative guidance, we determine the units of accounting for multiple element arrangements in accordance with Emerging Issues Task Force (EITF) Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*. Specifically, we consider a delivered item as a separate unit of accounting if it has value to the customer on a standalone basis, if there is objective and reliable evidence of the fair value of the undelivered elements, and, if the arrangement includes a general right of return relative to the delivered element, delivery or performance of the undelivered element is considered probable and is substantially within our control. Services to customers buying a package of available job postings and access to the database are delivered over the same period and revenue is recognized ratably over the length of the underlying contract, typically from one to twelve months. Revenue from the sale of classified job postings is recognized ratably over the length of the contract or the period of actual usage, if shorter.

Fair Value of Acquired Businesses

We completed the acquisitions of Dice Inc. in 2005 (the 2005 Acquisition) and eFinancialGroup in 2006 (the eFinancial Group Acquisition). SFAS No. 141, *Business Combinations* (SFAS No. 141) requires acquired businesses to be recorded at fair value by the acquiring entity. SFAS No. 141 also requires that intangible assets that meet the legal or separable criterion be separately recognized on the financial statements at their fair value, and provides guidance on the types of intangible assets subject to recognition. A significant component of the value of these acquired businesses has been allocated to intangible assets.

The significant assets acquired and liabilities assumed from our acquisitions consist of intangible assets, goodwill and deferred revenue. Fair values of the technology and trademarks were determined using a royalty savings methodology, which estimates the value of the trademark and brand name by calculating the present value of the royalties saved because the company owns the asset. Fair values of the customer lists were estimated using the discounted cash flow method based on projections of the amounts and timing of future revenues and cash flows, discount rates and other assumptions as deemed appropriate. Fair values of the candidate database were determined based on the estimated cost to acquire a seeker applied to the number of active seekers as of the acquisition date. The acquired deferred revenue is recorded at fair value as it represents an assumed legal obligation. We estimated our obligation related to deferred revenue using the cost build-up approach which determines fair value by estimating the costs related to fulfilling the obligation plus a reasonable profit margin. The estimated costs to fulfill our deferred revenue obligation were based on our expected future costs to fulfill our obligation to our customers. Goodwill is the amount of purchase price paid for an acquisition that exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

The remaining useful life of the technology was determined through review of the technology roadmaps, the pattern of projected economic benefit of each existing technology asset, and the time period over which the majority of the undiscounted cash flows are projected to be achieved. The remaining useful life of the trademarks and brand names was determined based on the estimated time period over which each asset is projected to be used, the pattern of projected economic benefit, and the time period over which the majority of the undiscounted cash flows are projected to be achieved. The remaining useful life of the customer list was determined based on the projected customer attrition rates, the pattern of projected economic benefit of each list and the time period over which the majority of the undiscounted cash flows are projected to be achieved.

Determining the fair value for these specifically identified intangible assets involves significant professional judgment, estimates and projections related to the valuation to be applied to intangible assets such as customer lists, technology and trade names. The subjective nature of management s assumptions increases the risk associated with estimates surrounding the projected performance of the acquired entity. Additionally, as we amortize the finite-lived intangible assets over time, the purchase accounting allocation directly impacts the amortization expense we record on our financial statements.

Goodwill

As a result of our various acquisitions, we have recorded goodwill. We record charges for goodwill when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

We determine whether the carrying value of recorded goodwill is impaired on an annual basis or more frequently if indicators of potential impairment exist. The first step of the impairment review process compares the fair value of the reporting unit in which the goodwill resides to the carrying value of that reporting unit. The second step measures the amount of impairment loss, if any, by comparing the implied fair value of the reporting unit goodwill with its carrying amount. Our annual impairment test for the goodwill from the 2005 Acquisition is performed as of August 31 by comparing the goodwill recorded from the 2005 Acquisition to the fair value of the DCS Online and Targeted Job Fairs reporting units. The annual impairment test was performed as of August 31, 2008 resulting in no impairment. The goodwill at the other reporting units, eFinancialCareers international business and eFinancialCareers U.S. business, was the result of the eFinancialGroup Acquisition which occurred in October 2006. The annual test of impairment of goodwill from the eFinancialGroup Acquisition is performed as of October 31 by comparing the goodwill recorded from the eFinancialGroup Acquisition to the fair value of the eFinancialCareers international and eFinancialCareers U.S. reporting units.

The determination of whether or not goodwill has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of our reporting units. Fair values are determined using a discounted cash flow methodology based on projections of the amounts and timing of future revenues and cash flows, assumed discount rates and other assumptions as deemed appropriate. We consider factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements. Additionally, the discounted cash flows analysis takes into consideration cash expenditures for product development, other technological updates and advancements to our websites and investments to improve our candidate databases. Changes in our strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of goodwill.

Indefinite-Lived Acquired Intangible Assets

The indefinite-lived acquired intangible assets include the Dice trademarks and brand name. The Dice.com trademark, trade name and domain name is one of the most recognized names of online job boards. Since Dice s inception in 1991, the brand has been recognized as a leader in recruiting and career development services for technology and engineering professionals. Currently, the brand is synonymous with the most specialized online marketplace for industry-specific talent. The brand has a significant online and offline presence in online recruiting and career development services. Considering the recognition and the awareness of the Dice brand in the talent acquisition and staffing services market, Dice s long operating history and the intended use of the Dice brand, the remaining useful life of the Dice.com trademark, trade name and domain name was determined to be indefinite.

We determine whether the carrying value of recorded indefinite-lived acquired intangible assets is impaired on an annual basis or more frequently if indicators of potential impairment exist. The impairment review process compares the fair value of the indefinite-lived acquired intangible assets to its carrying value. If the carrying value exceeds the fair value, an impairment loss is recorded. The impairment test is performed annually as of August 31. The annual impairment test was performed as of August 31, 2008 resulting in no impairment.

The determination of whether or not indefinite-lived acquired intangible assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the indefinite-lived acquired intangible assets. Fair values are determined using a royalty savings methodology which estimates the value of the trademark and brand name by calculating the present value of the royalties saved because the company owns the asset. We consider factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements. Changes in our strategy and/or market conditions could significantly impact these judgments and require adjustments to recorded amounts of intangible assets.

Income Taxes

We account for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes,* which prescribes the use of an asset and liability method. Deferred tax assets and liabilities are recognized for the temporary differences between the treatment of items for tax and accounting purposes and are measured using enacted statutory tax rates in effect for the year in which they are expected to reverse. The measurement of deferred tax assets is reduced if evidence suggests the full tax benefit may not be realized in the future.

Stock and Stock-Based Compensation

We have granted stock options and restricted stock to certain of our employees and directors under our 2005 Omnibus Stock Plan and our 2007 Equity Award Plan. We follow SFAS No. 123 (Revised 2004), *Share-Based Payment*, or SFAS 123(R), in accounting for stock grants. Compensation expense is recorded for stock grants awarded to employees and directors in return for service to the Company. The expense is measured at the fair value of the award on the date of grant and recognized as compensation expense on a straight-line basis over the service period, which is the vesting period. The fair value of options granted was estimated on the grant date using Black-Scholes option-pricing model. The use of an option valuation model includes highly subjective assumptions based on long-term predictions, including the expected stock price volatility and average life of each grant.

Recent Developments

CyberMedia Dice On January 28, 2008, we sold our equity stake in the CyberMedia Dice joint venture to an affiliate of CyberMedia. CyberMedia Dice results were previously reported in the other segment. Pursuant to SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets,* the results from operations, assets and liabilities from the joint venture are classified as discontinued operations.

Interest rate swaps During the first quarter, we determined that our two interest rate swaps covering $80.0 million notional amount of borrowings did not initially qualify for hedge accounting based on our hedging policy and the timing of our effectiveness tests. On March 18, 2008, we amended our hedging policy and performed new effectiveness tests, which resulted in the interest rate swaps qualifying for hedge accounting treatment as of that date. A one-time non-cash charge of approximately $2.3 million was recorded reflecting the change in fair value of the two swaps from inception to March 18, 2008 during the three month period ended March 31, 2008. During the three month period ended June 30, 2008, we determined our interest rate swap agreement covering $60.0 million notional amount of borrowings was not effective under hedge accounting rules. Additionally, a portion of the interest rate swap agreement covering $20.0 million notional amount of borrowings continues to be treated as partially ineffective under hedge accounting rules. The ineffectiveness of the swaps resulted in other income of $135,000 and $1.3 million for the three and nine month periods ended September 30, 2008. The one-time charge of $2.3 million less the $1.3 million income from ineffectiveness results in expense of $974,000 reflected as other income (expense) on the condensed consolidated statements of operations for the nine month period ended September 30, 2008.

Debt pre-payments During the third quarter we prepaid $21.4 million on the term loan portion of our Amended and Restated Credit Facility. Additionally, a principal payment of $18.5 million on the term loan facility was made in October 2008. As of October 24, 2008, $81.5 million is outstanding under the term loan and we have a $75.0 million revolving credit facility, which remains undrawn. Payments of principal on the term loan facility result in permanent reductions to that facility.

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Results of Operations

Three Months Ended September 30, 2008 Compared to the Three Months Ended September 30, 2007

Revenues

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Revenues				
DCS Online	$ 27,199	$ 26,557	$ 642	2%
eFinancialCareers	9,862	8,349	1,513	18%
Other	2,581	3,183	(602)	(19)%
Total revenues	$ 39,642	$ 38,089	$ 1,553	4%

Our revenues were $39.6 million for the three months ended September 30, 2008 compared to $38.1 million for the same period in 2007, an increase of $1.6 million, or 4%. This increase can be attributed to growth at both eFinancialCareers and DCS Online. We experienced organic growth in the DCS Online segment of $642,000, or 2%, due to an increase in revenue per recruitment package customer of 1.2%. Our average recruitment package customer count during the three month period ended September 30, 2008 was consistent with the count during the comparable period in 2007. Our recruitment package customer count decreased during the three month period from approximately 8,950 at June 30, 2008 to approximately 8,800 at September 30, 2008, which, in part, resulted in a reduction in consolidated deferred revenue from $49.4 million at June 30, 2008 to $44.9 million at September 30, 2008. The reduction was driven by reduced demand given the overall economic climate in the United States.

We experienced growth in the eFinancialCareers segment of $1.5 million, or 18%, from $8.3 million in the three months ended September 30, 2007 to $9.9 million for the same period in 2008, as a result of increasing the number of customers using our sites and the pricing of our services, partially offset by the strengthening of the U.S. Dollar compared to the British Pound. We saw growth in each geographic region for eFinancialCareers with substantial growth from Asia Pacific, a market which we entered into more recently. Careers in Financial Management (CIFM), a brochure produced and distributed to Universities in our European markets, was distributed during September 2008 resulting in revenues of $453,000 during the three months ended September 30, 2008, compared to $250,000 during the same period in 2007. In 2007, a portion of the CIFM brochures were distributed during October, resulting in a portion of the revenue being recorded in the fourth quarter. Overall, the revenue generated from CIFM decreased by $238,000 in 2008 compared to 2007.

We experienced a decrease in revenues in the Other segment primarily as a result of a decrease in revenues from Targeted Job Fairs and JobsintheMoney.com. The decrease at Targeted Job Fairs is due to a decrease in the number of booths sold at our job fairs conducted during the three month period ended September 30, 2008 as compared to the same period in 2007. The reduction was driven by reduced demand given the overall economic climate in the United States. The decrease in revenues at JobsintheMoney.com is due to a decrease in the average revenue per customer generated.

Cost of Revenues

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Cost of revenues	$ 2,558	$ 2,443	$ 115	5%
Percentage of revenues	6.5%	6.4%		

Our cost of revenues for the three months ended September 30, 2008 were $2.6 million compared to $2.4 million for the same period in 2007, an increase of $115,000, or 5%. An increase in cost of revenues was experienced at DCS Online of $349,000, due to an increase in software costs needed to maintain our websites and an increase in costs related to the number of network operations personnel we employed which is necessary to support an increase in user activity and compliance activity. Cost of revenues in the eFinancialCareers segment decreased by $88,000. Additionally, cost of revenues at Targeted Job Fairs decreased $132,000 due to changes in the mix and number of job fairs we conducted.

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Product Development Expenses

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Product development	$ 1,183	$ 1,178	$ 5	%
Percentage of revenues	3.0%	3.1%		

Product development expenses for the three months ended September 30, 2008 and 2007 were each $1.2 million. Product development expenses relate to consulting costs and salaries and benefit costs for the product development teams of our Dice and eFinancialCareers sites.

Sales and Marketing Expenses

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Sales and marketing	$ 14,350	$ 13,469	$ 881	7%
Percentage of revenues	36.2%	35.4%		

Sales and marketing expenses for the three months ended September 30, 2008 were $14.4 million compared to $13.5 million for the same period in 2007, an increase of $881,000, or 7%.

Advertising and other marketing costs for the U.S. businesses totaled $7.4 million for the three month period ended September 30, 2008 compared to $7.1 million for the same period in 2007, an increase of $275,000, or 4%. This increase was primarily due to an increase in our online advertising spending, including our new brand awareness initiatives, regional marketing programs, direct mail and email campaigns. As our revenues have grown, we have increased our advertising spending.

In the case of Dice.com, approximately 75% of our advertising and marketing spending is focused on increasing the number of professionals who visit Dice.com and their levels of activity on the website. We have increased the amount we spend on online media, particularly paid search programs, in order to drive more traffic to the website and we continue to spend on technology-focused websites. Additionally, we continued brand awareness and radio advertising campaigns during the three months ended September 30, 2008. We have also increased our visibility at job seeker events in targeted markets and the amount of spending on maintaining the loyalty of existing professionals who already use the website. We have increased the amount we spend to reach employers and recruiters who pay to use our website services. A majority of the spending increase is in direct mail and email campaigns focused on communicating the value proposition of our services to current and potential customers.

The salaries, commissions, and benefits component of sales and marketing expense for the U.S. businesses amounted to $3.5 million for the three months ended September 30, 2008, which was consistent with the costs during the same period in 2007.

For the eFinancialCareers segment, we increased overall marketing expense by $623,000 from $1.2 million for the three month period ended September 30, 2007 to $1.8 million for the three month period ended September 30, 2008. The increase was to elevate eFinancialCareers exposure in the less penetrated markets of Continental Europe, Asia, and the Middle East, and to support traffic growth across all markets. Sales costs for eFinancialCareers outside of North America increased $80,000 primarily due to increased commissions driven by higher sales during the three month period ended September 30, 2008 as compared to the same period in 2007.

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General and Administrative Expenses

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
General and administrative	$ 5,362	$ 5,213	$ 149	3%
Percentage of revenues	13.5%	13.7%		

General and administrative expenses for the three months ended September 30, 2008 were $5.4 million compared to $5.2 million for the same period in 2007, an increase of $149,000, or 3%. An increase in stock-based compensation of $305,000 was experienced due to the additional expense for options and restricted stock issued after September 30, 2007. Partially offsetting this increase were small decreases in professional fees, bad debts expense, and facilities charges.

Depreciation

	Three months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Depreciation	$ 965	$ 827	$ 138	17%
Percentage of revenues	2.4%	2.2%		

Depreciation expense for the three month period ended September 30, 2008 was $965,000 compared to $827,000 for the same period in 2007, an increase of $138,000, or 17%. The increase was due to a greater depreciable fixed asset balance during the three month period ended September 30, 2008 compared to the same period in 2007 as a result of continued upgrades to our business systems and facilities.

Amortization of Intangible Assets

	Three months ended September 30, 2008	2007	(Decrease)	Percent Change
	(in thousands, except percentages)			
Amortization	$ 4,186	$ 4,661	$ (475)	(10)%
Percentage of revenues	10.6%	12.2%		

Amortization expense for the three month period ended September 30, 2008 was $4.2 million compared to $4.7 million for the same period in 2007, a decrease of $475,000, or 10%. Amortization expense in the three month period ended September 30, 2008 decreased due to certain intangible assets from the eFinancialCareers Acquisition becoming fully amortized in the last half of 2007 and due to the $2.9 million write-off of intangible assets of JobsintheMoney.com in the fourth quarter of 2007.

Operating Income

Operating income for the three months ended September 30, 2008 was $11.0 million compared to $10.3 million for the same period in 2007, an increase of $740,000, or 7%. The increase is primarily the result of the increase in Dice and eFinancialCareers revenues due to increases in revenue per customer and a decrease in amortization expense, partially offset by increases in other operating costs.

Interest Expense

Interest expense for the three months ended September 30, 2008 was $2.4 million compared to $3.4 million for the same period in 2007, a decrease of $946,000, or 28%. The decrease in interest expense was due to a larger amount of borrowings outstanding in the three months ended September 30, 2007, on average, as compared to the same period in 2008 due to borrowings made under our Amended and Restated Credit Facility in March 2007, which were used to pay a dividend in March 2007 and to refinance the indebtedness outstanding under our prior credit facility. Also, the interest rates on our debt during the three month period ended September 2008 were lower than rates during the same period of 2007, primarily due to the decline in LIBOR rates between these periods. The borrowings made in March 2007 were partially paid down following our IPO in July 2007. Additionally, $21.4 million of borrowings on the term loan facility were repaid in September 2008.

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Interest Income

Interest income for the three months ended September 30, 2008 was $528,000 compared to $371,000 for the same period in 2007, an increase of $157,000, or 42%. The increase in interest income was due to larger cash and marketable securities balances in the three months ended September 30, 2008, on average, as compared to the same period in 2007. The increased cash balance was due to cash generated from operations.

Other Income (Expense)

During the three month period ended June 30, 2008, we determined that our interest rate swap agreement covering $60.0 million notional amount of borrowings was not effective under hedge accounting rules. In addition, a portion of the interest rate swap agreement covering $20.0 million notional amount of borrowings continues to be treated as partially ineffective under hedge accounting rules. Therefore, we have recorded the ineffective portion of the change in fair value of the swaps to other income, totaling income of $135,000 for the three months ended September 30, 2008.

Income Taxes

	Three months ended September 30,	
	2008	**2007**
	(in thousands, except percentages)	
Income from continuing operations before income taxes	$ 9,260	$ 7,282
Income tax expense (benefit)	2,889	2,779
Effective tax rate	31.2%	38.2%

The effective income tax rate for the three month period ended September 30, 2008 was 31.2% compared to 38.2% for the same period in 2007. The decrease from the prior period was due to the favorable impact of a decrease in non-U.S. statutory rates and adjustments related to state tax legislation changes compared to the prior period. We expect our quarterly effective tax rate to approximate 35% in future periods.

Discontinued Operations

Discontinued operations represent the operations of MeasureUp, our subsidiary that provided certification test preparation and assessment products for technology professionals, and Dice India, our interest in a joint venture with CyberMedia. All significant business activities of MeasureUp ceased on March 30, 2007. We sold our interest in the CyberMedia Dice joint venture in January 2008. Accordingly, the results of operations from these segments are reflected as discontinued operations for all periods presented. There was no income from discontinued operations, net of tax, for the three month period ended September 30, 2008. There was a loss of $306,000 for the three months ended September 30, 2007.

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Nine Months Ended September 30, 2008 Compared to the Nine Months Ended September 30, 2007

Revenues

	Nine months ended September 30, 2008	Nine months ended September 30, 2007	Increase	Percent Change
	(in thousands, except percentages)			
Revenues				
DCS Online	$ 81,695	$ 75,141	$ 6,554	9%
eFinancialCareers	29,563	19,991	9,572	48%
Other	8,234	7,704	530	7%
Total revenues	$ 119,492	$ 102,836	$ 16,656	16%

Our revenues were $119.5 million for the nine months ended September 30, 2008 compared to $102.8 million for the same period in 2007, an increase of $16.7 million, or 16%. This increase can be attributed to growth at both eFinancialCareers and DCS Online. We experienced organic growth in the DCS Online segment of $6.6 million, or 9%, due to successful marketing efforts leading to new customers and an increase in revenues from existing customers. Average revenue per recruitment package customer increased by approximately 3% from the nine months ended September 30, 2007 to the comparable period in 2008. Existing customer revenue growth arose from increases in the number of individual users of our databases and pricing of our products. Our recruitment package customer count was higher, on average, during the nine month period ended September 30, 2008 as compared to the same period in 2007. However, the recruitment package customer count decreased from approximately 9,000 at September 30, 2007 to approximately 8,800 at September 30, 2008, reflecting a decrease in demand due to the overall economic climate in the United States.

We experienced growth in the eFinancialCareers segment of $9.6 million, or 48%, as a result of increasing the number of customers using our sites and the pricing of our services. We saw growth in each geographic region for eFinancialCareers with substantial growth from the Middle East and Asia Pacific, markets which we entered into more recently.

Cost of Revenues

	Nine months ended September 30, 2008	Nine months ended September 30, 2007	Increase	Percent Change
	(in thousands, except percentages)			
Cost of revenues	$ 7,459	$ 6,215	$ 1,244	20%
Percentage of revenues	6.2%	6.0%		

Our cost of revenues for the nine months ended September 30, 2008 were $7.5 million compared to $6.2 million for the same period in 2007, an increase of $1.2 million, or 20%. An increase in cost of revenues was experienced at DCS Online of $1.0 million, primarily due to an increase in software costs needed to maintain our websites. Additionally, there was an increase in costs as a result of an increase in the number of network operations and customer support personnel we employed, which was needed in order to support an increase in the number of customers, user activity and compliance activity. Cost of revenues in the eFinancialCareers segment increased by $96,000. Additionally, cost of revenues in the Other segment increased by $46,000 for Targeted Job Fairs, and $94,000 for the eFinancialCareers site in North America.

Product Development Expenses

	Nine months ended September 30, 2008	Nine months ended September 30, 2007	Increase	Percent Change
	(in thousands, except percentages)			

Product development	$ 3,527	$ 3,140	$ 387	12%
Percentage of revenues	3.0%	3.1%		

Product development expenses for the nine months ended September 30, 2008 were $3.5 million compared to $3.1 million for the same period of 2007, an increase of $387,000, or 12%. The increase related to consulting costs and salaries and benefit costs for the product development team in the United States of $75,000. Product development costs in the eFinancialCareers segment increased $312,000 due to consulting costs and salaries costs for the product development team focusing on the eFinancialCareers websites.

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Sales and Marketing Expenses

	Nine months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Sales and marketing	$ 45,151	$ 40,480	$ 4,671	12%
Percentage of revenues	37.8%	39.4%		

Sales and marketing expenses for the nine months ended September 30, 2008 were $45.2 million compared to $40.5 million for the same period in 2007, an increase of $4.7 million, or 12%.

Advertising and other marketing costs for the U.S. businesses totaled $23.6 million for the nine month period ended September 30, 2008 compared to $21.6 million for the same period in 2007, an increase of $1.9 million, or 9%. This increase was primarily due to an increase in our online advertising spending, including our new brand awareness initiatives, direct mail and email campaigns, and radio advertising campaigns we conducted during the nine months ended September 30, 2008. As our revenues have grown, we have increased our advertising spending.

In the case of Dice.com, approximately 75% of our advertising and marketing spending is focused on increasing the number of professionals who visit Dice.com and their levels of activity on the website. We have increased the amount we spend on online media, particularly paid search programs, in order to drive more traffic to the website and we continue to spend on technology-focused websites. Additionally, we began brand awareness campaigns, radio advertising campaigns and increased our visibility at targeted job seeker events in certain markets during the nine months ended September 30, 2008. We have also increased the amount of spending on maintaining the loyalty of existing professionals who already use the website. We have increased the amount we spend to reach employers and recruiters who pay to use our website services. A majority of the spending increase is in direct mail and email campaigns focused on communicating the value proposition of our services to current and potential customers.

The salaries, commissions, and benefits component of sales and marketing expense for the U.S. businesses amounted to $11.2 million for the nine months ended September 30, 2008, which was an increase of $280,000 from the same period in 2007. The increase is primarily due to an increase in sales and marketing personnel of eleven people.

For the eFinancialCareers segment, we increased overall marketing expense by $2.0 million from $3.3 million for the nine month period ended September 30, 2007 to $5.3 million for the nine month period ended September 30, 2008. The increase was to elevate eFinancialCareers exposure in the less penetrated markets of Continental Europe, Asia, and the Middle East, and to support traffic growth across all markets. Sales costs for eFinancialCareers outside of North America increased $499,000 primarily due to increased commissions driven by higher sales during the nine month period ended September 30, 2008 as compared to the same period in 2007.

General and Administrative Expenses

	Nine months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
General and administrative	$ 16,274	$ 13,573	$ 2,701	20%
Percentage of revenues	13.6%	13.2%		

General and administrative expenses for the nine months ended September 30, 2008 were $16.3 million compared to $13.6 million for the same period in 2007, an increase of $2.7 million, or 20%. The U.S. businesses experienced an increase in general and administrative expenses of $2.0 million in the nine months ended September 30, 2008 as compared to the same period in the prior year. An increase in stock-based compensation of $1.2 million was experienced due to the additional expense for options and restricted stock issued after September 30, 2007 and due to the reduction in the strike price of stock options in March 2007. We also experienced an increase in professional fees and additional other costs of being a public company of approximately $740,000. Increased costs of being a public company include insurance, audit fees, and investor relations and internal audit personnel. General and administrative expense for eFinancialCareers increased by $664,000 from the first half of 2007 to the first half of 2008. The increase was primarily from higher rent expense due to moving to new office space and an increase in the provision for doubtful accounts, which aligns with eFinancialCareers revenue growth.

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Depreciation

	Nine months ended September 30, 2008	2007	Increase	Percent Change
	(in thousands, except percentages)			
Depreciation	$ 2,786	$ 2,148	$ 638	30%
Percentage of revenues	2.3%	2.1%		

Depreciation expense for the nine month period ended September 30, 2008 was $2.8 million compared to $2.1 million for the same period in 2007, an increase of $638,000, or 30%. The increase was due to a greater depreciable fixed asset balance during the nine month period ended September 30, 2008 compared to the same period in 2007 as a result of continued upgrades to our business systems and facilities.

Amortization of Intangible Assets

	Nine months ended September 30, 2008	2007	(Decrease)	Percent Change
	(in thousands, except percentages)			
Amortization	$ 12,665	$ 14,662	$ (1,997)	(14)%
Percentage of revenues	10.6%	14.3%		

Amortization expense for the nine month period ended September 30, 2008 was $12.7 million compared to $14.7 million for the same period in 2007, a decrease of $2.0 million, or 14%. Amortization expense in the nine month period ended September 30, 2008 decreased due to certain intangible assets from the eFinancialCareers Acquisition becoming fully amortized in the last half of 2007 and due to the $2.9 million write-off of intangible assets of JobsintheMoney.com in the fourth quarter of 2007.

Operating Income

Operating income for the nine months ended September 30, 2008 was $31.6 million compared to $22.6 million for the same period in 2007, an increase of $9.0 million, or 40%. The increase is primarily the result of the increase in Dice and eFinancialCareers revenues driven by increases in customers and revenue per customer and lower amortization expense, partially offset by increases in operating costs.

Interest Expense

Interest expense for the nine months ended September 30, 2008 was $7.6 million compared to $10.0 million for the same period in 2007, a decrease of $2.4 million, or 24%. The decrease in interest expense was due to a larger amount of borrowings outstanding in the nine months ended September 30, 2007, on average, as compared to the same period in 2008. We made borrowings under our Amended and Restated Credit Facility in March 2007, which were used to pay a dividend in March 2007 and to refinance the indebtedness outstanding under our prior credit facility. Also, the interest rates on our debt during the nine month period ended September 2008 were lower than rates during the same period of 2007, primarily due to the decline in LIBOR rates between these periods. A portion of the March 2007 borrowings were repaid with proceeds from our IPO in July 2007. Additionally, $21.4 million of borrowings on the term loan facility were repaid in September 2008.

Interest Income

Interest income for the nine months ended September 30, 2008 was $1.5 million compared to $527,000 for the same period in 2007, an increase of $975,000. The increase in interest income was due to larger cash and marketable securities balances in the nine months ended September 30, 2008, on average, as compared to the same period in 2007. The increased cash balance was due to cash generated from operations and cash from our IPO.

Other Income (Expense)

Other income (expense) for the nine months ended September 30, 2008 totaled an expense of $974,000. During the first quarter, we determined that our two interest rate swaps covering $80.0 million notional amount of borrowings did not initially qualify for hedge accounting based on our hedging policy and the timing of our effectiveness tests. On March 18, 2008, we amended our hedging policy and performed new effectiveness tests, which resulted in the interest rate swaps qualifying for hedge accounting treatment as of that date. A one-time non-cash charge of approximately $2.3 million was recorded reflecting the change in fair value of the two swaps from inception to March 18, 2008. Offsetting this charge is income of $1.3 million related to the change in fair value of the interest rate swaps. We determined during the three month period ended June 30, 2008 that our interest rate swap agreement covering $60.0 million notional amount of borrowings was not effective under hedge accounting rules. In addition, a portion of the interest rate swap agreement covering $20.0 million notional amount of borrowings continues to be treated as partially ineffective under hedge accounting rules.

Income Taxes

	Nine months ended September 30,	
	2008	2007
	(in thousands, except percentages)	
Income from continuing operations before income taxes	$ 24,549	$ 13,118
Income tax expense (benefit)	6,861	3,561
Effective tax rate	27.9%	27.1%

The effective income tax rate for the nine month period ended September 30, 2008 was 27.9% compared to 27.1% for the same period in 2007. The prior period included a $1.6 million tax benefit related to the $4.6 million payment made to the holders of vested stock options in lieu of dividends. The current period includes a $1.3 million tax benefit recognized in the second quarter of 2008 related to the impact of our determination that we expect our foreign earnings to be indefinitely invested. The decrease from the prior period also was also due to the favorable impact of a decrease in non-U.S. statutory rates and adjustments related to state tax legislation changes compared to the prior period. We expect our quarterly effective tax rate to approximate 35% in future periods.

Discontinued Operations

Discontinued operations represent the operations of MeasureUp, our subsidiary that provided certification test preparation and assessment products for technology professionals, and Dice India, our interest in a joint venture with CyberMedia. All significant business activities of MeasureUp ceased on March 30, 2007. We sold our interest in the CyberMedia Dice joint venture in January 2008. Accordingly, the results of operations from these segments are reflected as discontinued operations for all periods presented. Income from discontinued operations, net of tax, for the nine month period ended September 30, 2008 was $519,000 compared to $4.1 million for the same period in 2007. The income for the nine months ended September 30, 2007 resulted from a tax benefit of $5.5 million related to a worthless stock deduction taken upon the abandonment of MeasureUp.

Liquidity and Capital Resources

We have shown our cash flows for the nine month periods ended September 30, 2008 and 2007 in the table below.

	Nine months ended September 30,	
	2008	2007
	(in thousands)	
Cash provided by operating activities of continuing operations	$ 50,183	$ 38,191
Cash used in investing activities of continuing operations	(11,252)	(2,404)
Cash provided by (used in) financing activities of continuing operations	(24,396)	434

Operating Activities

Net cash provided by operating activities primarily consists of net income adjusted for certain non-cash items, including depreciation, amortization, changes in deferred tax assets and liabilities, share based compensation and loss on interest rate hedges, and the effect of changes in working capital. Net cash provided by operating activities was $50.2 million and $37.4 million for the nine month periods ended September 30, 2008 and 2007, respectively. The increase in cash provided by operating activities during these periods was due to an increase in operating cash receipts from increased sales during the period along with changes in working capital balances. There was a decrease in accounts receivable due to a high level of billings in December 2007 and strong cash collections during 2008.

Investing Activities

Cash used for investing activities during the nine month period ended September 30, 2008 of $11.3 million was primarily attributable to purchases of marketable securities and capital expenditures, offset by sales of marketable securities. Cash used for investing activities during the nine month period ended September 30, 2007 of $2.4 million primarily consisted of capital expenditures. Capital expenditures are generally comprised of computer hardware, software, and website development costs.

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Financing Activities

Cash used for financing activities during the nine month period ended September 30, 2008 of $24.4 million related primarily to payments made on our credit facility. Cash provided by financing activities during the nine month period ended September 30, 2007 of $434,000 was due to proceeds from our Amended and Restated Credit Facility of $113.0 and proceeds from our IPO of $81.0 million offset by dividends paid and cash payments in lieu of dividends totaling $112.5 million, payments under our credit facility of $77.3 million, payments for financing costs of $2.2 million, and payments of costs related to our IPO of $1.4 million.

Amended and Restated Credit Facility

On March 21, 2007, we entered into our Amended and Restated Credit Facility which provides for a revolving facility of $75.0 million and a term loan facility of $125.0 million, both of which mature on March 21, 2012. Quarterly payments of $250,000 on the term loan were due beginning on October 1, 2007. We may prepay our revolving facility or the term loan facility at any time without penalty. Payments of principal on the term loan facility result in permanent reductions to that facility. A principal payment of $2.1 million was made in March 2008 on the term loan facility to satisfy the requirement that a portion of excess cash flow, as defined in the Amended and Restated Credit Facility, be applied as a prepayment.

Immediately prior to entering into the Amended and Restated Credit Facility, we had $81.0 million outstanding under our prior facility. On March 21, 2007, we borrowed an additional $113.0 million under the Amended and Restated Credit Facility, resulting in total borrowings of $194.0 million. Borrowings under our Amended and Restated Credit Facility bear interest, at our option, at either a LIBOR rate plus 3.25% or a reference rate plus 1.75%. We used a portion of the net proceeds received from our IPO on July 23, 2007 to repay $51.0 million of the outstanding indebtedness under the Amended and Restated Credit Facility. Borrowings at September 30, 2008 included $100.3 million under our term loan facility. A principal payment of $18.5 million on the term loan facility was made in October 2008. As of October 23, 2008, we have $81.5 million outstanding under the term loan facility. Cash and marketable securities as of September 30, 2008 totaled approximately $78.6 million.

Our existing and future domestic subsidiaries unconditionally guaranteed our borrowings under the Amended and Restated Credit Facility. The obligations under the Amended and Restated Credit Facility and the guarantees are secured by substantially all of the individual assets of each of the borrowers and guarantors. Our Amended and Restated Credit Facility also contains certain financial covenants, including a senior leverage ratio, fixed charge coverage ratio, and a minimum adjusted EBITDA. We were in compliance with all such covenants as of September 30, 2008.

Commitments and Contingencies

The following table presents certain minimum payments due under contractual obligations with minimum firm commitments as of September 30, 2008:

	Payments by period				
	Total	October 1, 2008 - December 31, 2008	2009-2010	2011-2012	Thereafter
	(in thousands)				
Term loan facility	$ 100,300	$ 250	$ 2,000	$ 98,050	$
Operating lease obligations	3,150	278	1,773	1,099	
Total contractual obligations	$ 103,450	$ 528	$ 3,773	$ 99,149	$

We make commitments to purchase advertising from online vendors which we pay for on a monthly basis. We have no long-term obligations to purchase a fixed or minimum amount with these vendors.

Our principal commitments consist of obligations under operating leases for office space and equipment and long-term debt. As of September 30, 2008, we had $100.3 million outstanding under our Amended and Restated Credit Facility. Interest payments are due monthly on a portion of the facility and at varying, specified periods (to a maximum of three months) for the remaining portion. See Note 6 Indebtedness in our condensed consolidated financial statements for additional information related to the Amended and Restated Credit Facility.

In December 2007, we entered into an interest rate swap agreement which effectively fixes the interest rate on $60.0 million of LIBOR-based debt at 7.39% for the two-year period from January 2, 2008 to January 2, 2010. In February 2008, we entered into an interest rate swap agreement which effectively fixes the interest rate on an additional $20.0 million of LIBOR-based debt at 6.37% for the three-year period from February 11, 2008 to February 11, 2011.

Future interest payments on our term loan and revolving facilities are variable due to our interest rate being based on LIBOR or a reference rate and due to the short-term length of our borrowings. We have fixed the rate on $80.0 million of our LIBOR based debt through the interest rate swaps described below. Assuming our fixed rate on the amounts covered by the swaps and a rate of 6.88% on the portion of debt that is not fixed by a swap, interest payments on our term loan facility for the remainder of 2008, 2009-2010, 2011-2012, would be $1.8 million, $13.7 million, and $8.4 million, respectively and none thereafter.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not impose fair value measurements on items not already accounted for at fair value; rather it applies, with certain exceptions, to other accounting pronouncements that either require or permit fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. FSP 157-2 delayed the implementation of SFAS 157 for certain nonfinancial assets and liabilities. We partially adopted SFAS 157 in the first quarter of 2008. The adoption did not have an impact on our consolidated financial statements. We did not adopt SFAS 157 as it relates to goodwill and other intangible assets due to the delay allowed by FSP 157-2. SFAS 157 was adopted for interest rate hedge assets and liabilities. These assets and liabilities are valued using observable inputs from a third party provider. The standard was also adopted for marketable securities. Marketable securities are valued using quoted prices in the market. The assets and liabilities measured at fair value on a recurring basis are as follows as of September 30, 2008 (in thousands):

	Fair Value Measurements Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total at September 30, 2008
Interest rate hedge asset	$	$ 120	$	$ 120
Interest rate hedge liability		649		649
Marketable securities	8,289			8,289

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* . SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. SFAS 159 is effective for fiscal years beginning after December 15, 2007. We adopted SFAS 159 in the first quarter of 2008 choosing not to elect the fair value measurement option for any of our assets and liabilities, therefore resulting in no changes to our consolidated financial statements. We will continue to evaluate items on a case-by-case basis for consideration of the fair value option.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141R (SFAS 141R), *Business Combinations and Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51*. These statements change the accounting for business combinations and noncontrolling interests (minority interests in current U.S. GAAP) including requiring more assets acquired and liabilities assumed to be measured at fair value, requiring liabilities related to contingent consideration to be remeasured at fair value in each subsequent reporting period, requiring the acquirer in preacquisition periods to expense all acquisition-related costs and requiring noncontrolling interests in subsidiaries initially to be measured at fair value and classified as a separate component of equity. Both statements are to be applied prospectively and will be adopted on January 1, 2009. The standards have no impact our financial statements in 2008.

Cyclicality

The labor market and certain of the industries that we serve have historically experienced short-term cyclicality. However, we believe that the economic and strategic value provided by online career websites has led to overall growth in the use of these services during the most recent labor market cycle, and has somewhat lessened the impact of cyclicality on our businesses as compared to traditional offline competitors. Nonetheless, our business has been and is expected to be impacted by overall market conditions.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have exposure to financial market risks, including changes in interest rates, foreign currency exchange rates and other relevant market prices.

Foreign Exchange Risk

We conduct business in 17 markets outside of the United States, in five languages across Europe, Asia, and Canada using the eFinancialCareers name. Approximately 25% of our revenues were earned outside the United States and collected in local currency during the nine month period ended September 30, 2008. We are subject to risk for exchange rate fluctuations between such local currencies and the dollar. We currently do not hedge currency risk, but we expect to do so in the future. However, our Amended and Restated Credit Facility places limitations on our ability to hedge currency risk.

The financial statements of our non-U.S. subsidiaries are translated into U.S. dollars using current exchange rates, with gains or losses included in the cumulative translation adjustment account, which is a component of stockholders equity. As of September 30, 2008 the translation adjustment, net of tax, was a decrease to equity of $3.4 million. The balance at December 31, 2007 was an increase to equity of $3.1 million. The change is primarily attributable to the strengthening of the U.S. Dollar against the British Pound.

Interest Rate Risk

We have interest rate risk primarily related to borrowings under our Amended and Restated Credit Facility. Borrowings under our Amended and Restated Credit Facility bear interest, at our option, at either the LIBOR rate plus 3.25% or a reference rate plus 1.75%. As of September 30, 2008, we had outstanding borrowings of $100.3 million under our Amended and Restated Credit Facility. We have fixed the rate on $80.0 million of our LIBOR based debt through interest rate swaps described below. A principal payment of $18.5 million on the term loan facility was made in October 2008. As of October 23, 2008, we have $81.5 million outstanding under the term loan facility. Due to the hedges we have established on a significant portion of our borrowing, an increase in interest rates will not impact us. We have interest rate risk related to our portfolio of marketable securities. Our marketable securities will produce less income than expected if market interest rates fall.

In December 2007, we entered into an interest rate swap agreement which effectively fixes the interest rate on $60.0 million of LIBOR-based debt at 7.39% for the two-year period from January 2, 2008 to January 2, 2010. In February 2008, we entered into an interest rate swap agreement which effectively fixes the interest rate on and additional $20.0 million of LIBOR-based debt at 6.37% for the three-year period from February 11, 2008 to February 11, 2011.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established a system of controls and other procedures designed to ensure that information required to be disclosed in our periodic reports filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified by the Exchange Act and in the Securities and Exchange Commission s rules and forms. These disclosure controls and procedures have been evaluated under the direction of our Chief Executive Officer and Chief Financial Officer for the period covered by this report. Based on such evaluations, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures are effective in alerting them in a timely basis to material information relating to the Company and its consolidated subsidiaries required to be included in our reports filed or submitted under the Exchange Act.

Changes in Internal Controls

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) occurred during the quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time we may be involved in disputes or litigation related to claims arising out of our operations. We are not currently a party to any material legal proceedings.

ITEM 1A. RISK FACTORS

We have disclosed under the heading Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 the risk factors which materially affect our business, financial condition or results of operations. There have been no material changes from the risk factors previously disclosed. You should carefully consider the risk factors set forth in the Annual Report on Form 10-K and the other information set forth elsewhere in this Quarterly Report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

Use of Proceeds

We completed an IPO of our common stock under a Registration Statement on Form S-1, as amended (File No. 333-141876), which became effective on July 17, 2007. The aggregate offering price of the common stock sold by us resulted in net proceeds of approximately $81.0 million to us. We used $51.0 million of the net proceeds from our IPO to repay outstanding indebtedness under our Amended and Restated Credit Facility and $30.0 million will be used for working capital and general corporate purposes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1*	Certification of Scot W. Melland, Chief Executive Officer, pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2*	Certification of Michael P. Durney, Chief Financial Officer, pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32.1*	Certification of Scot W. Melland, Chief Executive Officer, pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
32.2*	Certification of Michael P. Durney, Chief Financial Officer, pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

* Filed herewith.

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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 thereunto duly authorized.

DICE HOLDINGS, INC.
Registrant

DATE: October 30, 2008

/s/ Scot W. Melland

Scot W. Melland
Chairman, President and Chief Executive Officer

(Principal Executive Officer)

/s/ Michael P. Durney

Michael P. Durney
Senior Vice President, Finance and Chief Financial Officer
(Principal Financial and Accounting Officer)

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