

DHI GROUP, INC.

Form 4

January 05, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bennett James Edward

(Last) (First) (Middle)

C/O DHI GROUP, INC., 1040  
AVENUE OF THE AMERICAS,  
8TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

DHI GROUP, INC. [DHX]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/03/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

MD, Data Services

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2017		M	6,900	A \$ 6.08	136,295	D
Common Stock	01/03/2017		S <sup>(1)</sup>	6,900	D \$ 6.2144	129,395	D
Common Stock	01/04/2017		M	13,712	A \$ 6.08	143,107	D
Common Stock	01/04/2017		S <sup>(1)</sup>	13,712	D \$ 6.3466	129,395	D

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Common Stock	01/05/2017	M	7,800	A	\$ 6.08	137,195	D
Common Stock	01/05/2017	S <sup>(1)</sup>	7,800	D	\$ 6.2333 <sup>(4)</sup>	129,395	D

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 6.08	01/03/2017		M		6,900		<u>(5)</u>	02/10/2017	Common Stock	6,900
Employee Stock Option (Right to Buy)	\$ 6.08	01/04/2017		M		13,712		<u>(5)</u>	02/10/2017	Common Stock	13,712
Employee Stock Option (Right to Buy)	\$ 6.08	01/05/2017		M		7,800		<u>(5)</u>	02/10/2017	Common Stock	7,800

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Bennett James Edward  
C/O DHI GROUP, INC.  
1040 AVENUE OF THE AMERICAS, 8TH FLOOR  
NEW YORK, NY 10018

MD, Data  
Services

## Signatures

/s/ James  
Bennett

01/05/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were sold pursuant to a Rule 10b5-1 trading plan.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

(2) ranged from \$6.20 to \$6.35. Upon request of the staff of the Securities and Exchange Commission, DHI Group, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

(3) ranged from \$6.20 to \$6.50. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

(4) ranged from \$6.20 to \$6.45. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(5) This grant of employee stock options has fully vested and is currently exercisable.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.