

DHI GROUP, INC.
Form 4
July 19, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Benson John

(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)
07/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Strategy Officer

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

Table I - Non-Derivative Securities 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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/15/2016		M			4,549	A	\$ 4.19	266,361	D	
Common Stock	07/15/2016		S ⁽¹⁾			4,549	D	\$ 6.828 ⁽²⁾	261,812	D	
Common Stock	07/18/2016		M			4,833	A	\$ 4.19	266,645	D	
Common Stock	07/18/2016		M			17,109	A	\$ 6.08	283,754	D	
Common Stock	07/18/2016		S ⁽¹⁾			21,942	D	\$ 6.8241	261,812	D	

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(3)

Common Stock 07/19/2016 M 5,300 A \$ 6.08 267,112 D

Common Stock 07/19/2016 S(1) 5,300 D \$ 6.8033 261,812 D
(4)

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

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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)	\$ 4.19	07/15/2016		M	4,549	(5) 11/01/2016	Common Stock 4,549
Employee Stock Option (Right to Buy)	\$ 4.19	07/18/2016		M	4,833	(5) 11/01/2016	Common Stock 4,833
Employee Stock Option (Right to Buy)	\$ 6.08	07/18/2016		M	17,109	(5) 02/10/2017	Common Stock 17,109
Employee Stock Option (Right to Buy)	\$ 6.08	07/19/2016		M	5,300	(5) 02/10/2017	Common Stock 5,300

