DHI GROUP, INC.
Form 4
July 14, 2016

FORM 4

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

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

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

(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)
07/12/2016

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 below) _____ Other (specify below)
Chief Strategy Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/12/2016		M		495	A	$ 4.19	262,307	D	
Common Stock	07/12/2016		S(1)		495	D	$ 6.8	261,812	D	
Common Stock	07/13/2016		M		28,008	A	$ 4.19	289,820	D	
Common Stock	07/13/2016		S(1)		28,008	D	$ 6.8434 (2)	261,812	D	
	07/14/2016		M		27,545	A	$ 4.19	289,357	D	

Common Stock									
Common Stock	07/14/2016		S[(1)]	27,545	D	$ 6.8156 [(3)]	261,812	D	

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	07/12/2016		M			495	[(4)]	11/01/2016	Common Stock	495
Employee Stock Option (Right to Buy)	$ 4.19	07/13/2016		M			28,008	[(4)]	11/01/2016	Common Stock	28,008
Employee Stock Option (Right to Buy)	$ 4.19	07/14/2016		M			27,545	[(4)]	11/01/2016	Common Stock	27,545

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

Chief Strategy Officer

Signatures

/s/ John Benson 07/14/2016

**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.

(2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from $6.80 to $6.905. 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.

(3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from $6.80 to $6.91. 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.

(4) 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.
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