

MONSTER WORLDWIDE, INC.  
Form 4  
November 02, 2016

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

OMB APPROVAL  
OMB Number: 3235-0287  
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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).

**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 \*  
Yates Timothy T

2. Issuer Name and Ticker or Trading Symbol  
MONSTER WORLDWIDE, INC.  
[MWW]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and CFO

MONSTER WORLDWIDE, INC., 133 BOSTON POST ROAD, BUILDING 15

(Street)

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

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

WESTON, MA 02493

(City) (State) (Zip)

**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                    | 10/31/2016                           |  | U <sup>(1)</sup>               | 715,742 D \$ 3.4  | 261,262   | D  |   |
| Common Stock                    | 11/01/2016                           |  | D <sup>(2)</sup>               | 136,262 D \$ 3.4  | 125,000   | D  |   |
| Common Stock                    | 11/01/2016                           |  | D <sup>(3)</sup>               | 125,000 D \$ 3.4  | 0   | D  |   |
| Common Stock                    | 11/01/2016                           |  | D <sup>(4)</sup>               | 91,003 D \$ 3.4   | 0   | I  | By irrevocable grantor trust                          |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Yates Timothy T<br>MONSTER WORLDWIDE, INC.<br>133 BOSTON POST ROAD, BUILDING 15<br>WESTON, MA 02493 | X             |           | CEO<br>and<br>CFO |       |

## Signatures

/s/ Michael C. Miller, as  
Attorney-in-Fact  
Date: 11/02/2016

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).
- The Reporting Person tendered the shares of common stock in exchange for \$3.40 per share in cash in the tender offer (the "Tender Offer") made pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 8, 2016, by and among the Issuer, Randstad North America, Inc. and Merlin Global Acquisition, Inc.
- (1) Represents invested restricted stock units and/or unvested shares of restricted stock that pursuant to the Merger Agreement were converted into the right to receive \$3.40 per share in cash at the effective time of the merger (the "Merger") effected pursuant to the Merger Agreement.
  - (2) Represents invested performance-based restricted stock units that pursuant to the terms of the award agreement and the Merger Agreement were cancelled for no consideration at the effective time of the Merger.
  - (3)

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- (4) Represents shares of common stock held indirectly through an irrevocable grantor trust that were either tendered in the Tender Offer or converted in the Merger, in each case for \$3.40 per share in cash.

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.