CAMPBELL BRIAN P

Form 4

February 20, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

Form filed by More than One Reporting

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CAMPBELL BRIAN P Issuer Symbol DHI GROUP, INC. [DHX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O DHI GROUP, INC., 1040 02/15/2018 below) AVENUE OF THE AMERICAS. VP Bus & Lgl Aff & Gen Counsel 8TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NEW YORK, NY 10018

(State)

(Zip)

(City)

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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	02/15/2018		A	125,000 (1)	A	\$0	240,748	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: CAMPBELL BRIAN P - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								and 4)		Own
	Security				Acquired	Acquired					Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						Date	Expiration e Date	Title Numb			
						Exercisable					
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

CAMPBELL BRIAN P C/O DHI GROUP, INC. 1040 AVENUE OF THE AMERICAS, 8TH **FLOOR** NEW YORK, NY 10018

VP Bus & Lgl Aff & Gen Counsel

Signatures

/s/ Brian P. 02/20/2018 Campbell

**Signature of Reporting Person

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).

Represents a grant of restricted stock. Half of the shares of restricted stock will vest according to the following schedule: 25% on February 15, 2019, 25% on February 15, 2020, 25% on February 15, 2021 and 25% on February 15, 2022. The other half of the shares of

(1) restricted stock will vest over two years, with 12.5% vesting on May 15, 2018, August 15, 2018, November 15, 2018, February 15, 2019, May 15, 2019, August 15, 2019, November 15, 2019 and February 15, 2020. The vesting of the shares of restricted stock will accelerate in the event the reporting person is terminated by the Issuer (other than for cause). This grant of restricted stock has no expiration date.

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.

Reporting Owners 2