

MONSTER WORLDWIDE, INC.

Form 4

June 08, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAYPORT JEFFREY F

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
WESTON, MA 02493

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

(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	06/06/2016		F ⁽¹⁾		2,253	D	\$ 2.73	84,318	D	
Common Stock	06/06/2016		F ⁽²⁾		2,294	D	\$ 2.73	82,024	D	
Common Stock	06/06/2016		F ⁽³⁾		1,527	D	\$ 2.73	80,497	D	
Common Stock	06/08/2016		A ⁽⁴⁾		43,103	A	\$ 0	123,600	D	

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
RAYPORT JEFFREY F MONSTER WORLDWIDE, INC. 133 BOSTON POST ROAD, BUILDING 15 WESTON, MA 02493	X

Signatures

/s/ Andrew S. Burchill, as
Attorney-in-Fact 06/08/2016

__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) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 5,631 restricted stock units.
- (2) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 5,734 shares of restricted stock.
- (3) Represents shares of Common Stock withheld by the Issuer for taxes due in connection with the vesting of 3,816 shares of restricted stock.
- (4) Represents an annual award of restricted stock units under the Issuer's 2008 Equity Incentive Plan as compensation for service on the Issuer's Board of Directors. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock upon

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vesting.

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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