

MONSTER WORLDWIDE, INC.

Form 4

November 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gaulding John

(Last) (First) (Middle)

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

(Street)

WESTON, MA 02493

(City) (State) (Zip)

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

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

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/31/2016		U ⁽¹⁾	12,121 D	\$ 3.4 117,420	D	
Common Stock	11/01/2016		D ⁽²⁾	42,249 D	\$ 3.4 75,171	D	
Common Stock	11/01/2016		D ⁽³⁾	75,171 D	\$ 3.4 0	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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)

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 Following Reported Transaction (Instr. 10)
				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

Gaulding John
MONSTER WORLDWIDE, INC.
133 BOSTON POST ROAD, BUILDING 15
WESTON, MA 02493

X

Signatures

/s/ Michael C. Miller, as
Attorney-in-Fact

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 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) The shares of common stock were converted into the right to receive \$3.40 per share in cash in the merger (the "Merger") effected pursuant to the Merger Agreement.
- (2) Represents unvested 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.
- (3)

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.