MONSTER WORLDWIDE, INC.
Form 4
November 02, 2016

FORM 4

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

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).

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 *
Stoever Mark

(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
__X__ Officer (give title below) _____ Other (specify below)
President and COO

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	10/31/2016		U(1)		450,318	D	$ 3.4	165,000	D	
Common Stock	11/01/2016		D(2)		115,000	D	$ 3.4	50,000	D	
Common Stock	11/01/2016		D(3)		50,000	D	$ 3.4	0	D	
Common Stock	11/01/2016		D(4)		213	D	$ 3.4	0	I	By 401(k) Plan

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. 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
Stoever Mark MONSTER WORLDWIDE, INC. 133 BOSTON POST ROAD, BUILDING 15 WESTON, MA 02493			President and COO	

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).

(1) 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.

(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 (the "Merger") effected pursuant to the Merger Agreement.

(3) Represents unvested 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.

(4) Represents shares of common stock held indirectly through the Reporting Person's 401(k) plan account that will convert into $3.40 per share in cash as a result of the Tender Offer and the Merger.

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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