



**EXPLANATORY NOTE**

On June 10, 2011, Monster Worldwide, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original 8-K”) disclosing the voting results at the Company’s 2011 Annual Meeting of Stockholders held on June 7, 2011. The sole purpose of this amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the Company’s decision as to how frequently the Company will conduct future stockholder advisory votes on named executive officer compensation. No changes are being made to the Original 8-K other than to add the disclosure set forth in this amendment.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

(d) As previously reported, at the Company’s 2011 Annual Meeting of Stockholders held on June 7, 2011, the Company’s stockholders voted, among other matters, for an advisory vote on named executive officer compensation to be held every year, consistent with the recommendation of the Company’s Board of Directors. In light of such vote and consistent with its prior recommendation, the Company’s Board of Directors has determined that the Company shall hold future stockholder advisory votes on named executive officer compensation every year, until such time as another advisory vote is held, in accordance with Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended, on the frequency of advisory votes on named executive officer compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONSTER WORLDWIDE, INC.  
(Registrant)

By: /s/ Michael C. Miller  
Name: Michael C. Miller  
Title: Executive Vice President, General Counsel  
and Secretary

Date: September 12, 2011