

DICE HOLDINGS, INC.
Form 424B5
May 10, 2011
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-165483

Prospectus Supplement
(to Prospectus dated May 18, 2010)

8,000,000 Shares

Dice Holdings, Inc.

Common Stock

The selling stockholders identified in this prospectus supplement are offering 8,000,000 shares of our common stock. We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders. Our common stock is listed on the New York Stock Exchange under the symbol DHX. On May 9, 2011, the last reported sale price of our common stock on the New York Stock Exchange was \$17.16 per share.

Investing in our common stock involves a high degree of risk. Please read Risk Factors beginning on page S-3 of this prospectus supplement and in the documents incorporated by reference into this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter has agreed to purchase the shares of our common stock from the selling stockholders at a price of \$15.88 per share, which will result in approximately \$127,040,000 of proceeds to the selling stockholders.

The underwriter proposes to offer our shares of common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, subject to receipt and acceptance by them and subject to their right to reject any order in whole or in part.

Delivery of the shares of common stock is expected to be made on or about May 13, 2011.

Credit Suisse

Prospectus Supplement dated May 10, 2011

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We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, and in any free writing prospectus that we have authorized for use in connection with this offering, is accurate only as of the date of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. You should read this prospectus supplement, the accompanying prospectus, the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, and any free writing prospectus that we have authorized for use in connection with this offering, in their entirety before making an investment decision. You should also read and consider the information in the documents to which we have referred you in the sections of this prospectus supplement entitled Where You Can Find More Information and Information Incorporated by Reference.

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About This Prospectus Supplement

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or in any document incorporated by reference that was filed with the Securities and Exchange Commission, or SEC, before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement. If any statement in one of these documents is inconsistent with a statement in another document having a later date for example, a document incorporated by reference in the accompanying prospectus the statement in the document having the later date modifies or supersedes the earlier statement.

Unless we have indicated otherwise or the context otherwise requires, all references in this prospectus supplement and the accompanying prospectus to Dice Holdings, the Company, we, us and our or similar terms refer to Dice Holdings, Inc. and its subsidiaries on a consolidated basis.

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Industry and Market Data

Industry and market data used in or incorporated by reference into this prospectus were obtained through company research, surveys and studies conducted by third parties, and industry and general publications, including studies, analyses and surveys prepared by Corzen, Inc., International Data Corporation, Forrester Research, US, and the Gartner Group. We have not independently verified any of the data from third party sources nor have we ascertained any underlying economic assumptions relied upon therein. While we are not aware of any misstatements regarding the industry data presented herein, estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors.

We report the number of unique visitors for Dice.com by tracking permanent cookies or unique browser and IP address configurations of visitors who visit our site. A visitor to Dice.com is unique once during the measurement period, which is typically one month. We report the number of unique visitors for eFinancialCareers.com on an aggregate basis across the complete site network. Visitors who visit more than one site in the network during the measurement period are counted as unique visitors for each site they visit. The reported traffic levels are based upon analysis of our weblogs using industry standard software tools and best practices.

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Prospectus Supplement Summary

This summary highlights certain information about us, this offering and selected information contained elsewhere in or incorporated by reference into this prospectus supplement. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in our common stock. For a more complete understanding of our company and this offering, we encourage you to read and consider carefully the more detailed information in this prospectus supplement and the accompanying prospectus, including the financial statements and other information incorporated by reference in this prospectus supplement and the accompanying prospectus, and the information included in any free writing prospectus that we have authorized for use in connection with this offering, including the information referred to under the heading "Risk Factors" in this prospectus supplement beginning on page S-3.

The Company

We are a leading provider of specialized career websites for select professional communities. We target employment categories in which there is a long-term scarcity of highly skilled, highly qualified professionals relative to market demand. Our career websites serve as online marketplaces where employers and recruiters find and recruit prospective employees, and where professionals find relevant job opportunities and information to further their careers. Each of our career websites offers job postings, content, career development and recruiting services tailored to the specific needs of the professional community that it serves. Our largest websites by revenue are Dice.com, the leading career website in the United States for technology and engineering professionals, and eFinancialCareers.com, the leading global career website for financial markets professionals.

The Dice.com service has operated for over 20 years, while eFinancialCareers.com has been in operation for over ten years. Through eFinancialCareers, we have been able to extend our operations into financial services, expand our presence internationally into Europe and Asia, and broaden our expertise in content and community features. eFinancialCareers.com operates local websites serving 18 markets and five languages for financial markets professionals primarily in the United Kingdom, Continental Europe, North America, Middle East, Southeast Asia and Australia. To expand our strategic footprint, in June 2009, we acquired AllHealthcareJobs, a leading career website in the United States for healthcare professionals. During 2010, we acquired the online and career-events business of WorldwideWorker.com, a global leader in online recruitment for the energy industry, as well as Rigzone.com, Inc., a market leader in the oil and gas industry delivering career management, information and data services.

Corporate Information

We were incorporated in Delaware in June 2005, but through our predecessors have been in the technology recruiting and career development business since 1990. Our common stock is listed on the New York Stock Exchange under the symbol DHX. Our principal executive office is located at 1040 Avenue of the Americas, New York, New York and our telephone number is (212) 725-6550. Our website is www.diceholdingsinc.com. The information contained in, or that can be accessed through, our website is not part of, and is not incorporated into, this prospectus supplement or the accompanying prospectus and should not be considered part of this prospectus supplement or the accompanying prospectus.

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The Offering

Issuer	Dice Holdings, Inc.
Common stock offered by the selling stockholders	8,000,000 shares
Common stock to be outstanding after this offering	66,619,300 shares
Use of Proceeds	

We will not receive any proceeds from the sale of shares by the selling stockholders. See Use of Proceeds.

Risk Factors

You should carefully read and consider the information under Risk Factors, together with all of the other information set forth or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding to invest in our common stock.

New York Stock Exchange Listing

Our common stock is listed on the New York Stock Exchange under the symbol DHX.

Outstanding Common Stock

The number of shares of our common stock to be outstanding immediately after this offering is based on 66,619,300 shares outstanding as of May 5, 2011 and excludes as of that date:

9,655,127 shares of our common stock issuable upon the exercise of stock options outstanding with a weighted average exercise price of \$4.00; and

2,000,165 shares of our common stock available as of that date for future grant or issuance pursuant to our stock plans.

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Risk Factors

An investment in our common stock involves a high degree of risk. Before deciding whether to invest in our common stock, you should consider carefully the risks described below and in the section captioned "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2010, which are incorporated by reference in this prospectus supplement and the accompanying prospectus in their entirety, together with other information in this prospectus supplement, the accompanying prospectus, the information and documents incorporated by reference, and in any free writing prospectus that we have authorized for use in connection with this offering. If any of the described events actually occur, our business, operating results, prospects or financial condition could be materially and adversely affected. This could cause the trading price of our common stock to decline and you may lose all or part of your investment. The risks described below and in the document referenced above are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also affect our business operations.

Risks Related to this Offering and our Common Stock

We do not intend to pay dividends in the foreseeable future, and, because we are a holding company, we may be unable to pay dividends.

For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our board of directors and will be dependent on then-existing conditions, including our financial condition and results of operations, capital requirements, contractual restrictions, including restrictions under our credit agreement, business prospects and other factors that our board of directors considers relevant. Furthermore, because we are a holding company, any dividend payments would depend on the cash flow of our subsidiaries. Accordingly, we may not be able to pay dividends even if our board of directors would otherwise deem it appropriate. For the foregoing reasons, you will not be able to rely on dividends to receive a return on your investment.

Provisions in our charter documents and Delaware law may delay or prevent our acquisition by a third party.

Our amended and restated certificate of incorporation and by-laws contain several provisions that may make it more difficult or expensive for a third party to acquire control of us without the approval of our board of directors. These provisions also may delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the market price for their common stock. The provisions include, among others:

provisions relating to creating a board of directors that is divided into three classes with staggered terms;

provisions relating to the number and election of directors, the appointment of directors upon an increase in the number of directors or vacancy and provisions permitting the removal of directors only for cause and with a 66²/₃% stockholder vote;

provisions requiring a 66²/₃% stockholder vote for the amendment of certain provisions of our certificate of incorporation and for the adoption, amendment and repeal of our by-laws;

provisions barring stockholders from calling a special meeting of stockholders or requiring one to be called;

elimination of the right of our stockholders to act by written consent; and

provisions that set forth advance notice procedures for stockholders' nominations of directors and proposals for consideration at meetings of stockholders.

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Additionally, because we are incorporated in Delaware, we are subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an interested stockholder (defined generally as a person owning 15% or more of the corporation's outstanding voting stock) of a Delaware corporation from engaging in a business combination (as defined) for three years following the date that person became an interested stockholder unless various conditions are satisfied. For more information, see "Description of Capital Stock" in the accompanying prospectus. These provisions of our amended and restated certificate of incorporation, by-laws and Delaware law could discourage potential takeover attempts and reduce the price that investors might be willing to pay for shares of our common stock in the future which could reduce the market price of our stock.

Our stock price may be volatile and you may lose all or part of your investment.

The market price of our common stock could fluctuate significantly, in which case you may not be able to resell your shares at or above your purchase price. The market price of our common stock may fluctuate based on a number of factors in addition to those listed in this prospectus supplement, including:

our operating performance and the performance of our competitors and other similar companies;

the public's reaction to our press releases, our other public announcements and our filings with the Securities and Exchange Commission, which we refer to as the SEC;

changes in earnings estimates or recommendations by research analysts who track our common stock or the stocks of other companies in our industry;

changes in general economic conditions;

the number of our publicly traded shares;

actions of our current stockholders, including this offering;

the arrival or departure of key personnel or personal matters affecting our principal stockholders;

acquisitions, strategic alliances or joint ventures involving us or our competitors; and

other developments affecting us, our industry or our competitors.

In addition, in recent years the stock market has experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of particular companies. These broad market fluctuations may cause declines in the market price of our common stock. The price of our common stock could fluctuate based upon factors that have little or nothing to do with our company or its performance, and these fluctuations could materially reduce our stock price.

Future sales of shares could cause our stock price to decline.

Sales of a substantial number of shares of our common stock, or the perception that a large number of shares will be sold, could cause the market price of our common stock to decline. As of May 5, 2011, approximately 66,619,300 shares of our common stock were outstanding. Of these shares, a significant amount will be restricted pursuant to Rule 144 under the Securities Act after giving effect to this offering. However, the

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holders (including the investment funds related to General Atlantic LLC and Quadrangle Group LLC) of approximately 25,363,255 of these restricted shares of our common stock (or 17,363,255 shares after giving effect to this offering) have caused their shares to be registered under the registration statement of which this prospectus supplement and the accompanying prospectus are parts. In addition, the restricted shares may be sold under Rule 144 from time to time subject to the volume, manner of sale and other conditions of Rule 144. Although the selling stockholders and certain of our directors who beneficially own in the aggregate 25,363,255 shares of our common stock (or 17,363,255 shares after giving effect to this offering) have entered into 75-day underwriter lock-up agreements, the underwriter may waive the lock-up restrictions at its discretion.

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In addition, we have reserved for issuance 2,000,165 shares of common stock under our stock plans. As of May 5, 2011, options to purchase 9,655,127 shares of our common stock were outstanding under our stock plans of which options to purchase 6,818,080 shares of our common stock were vested and immediately exercisable. The holders of vested options to purchase shares of our common stock will not be subject to the underwriter's lock-up agreement.

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Forward-Looking Statements

This prospectus supplement, the accompanying prospectus, the documents we have filed with the SEC that are incorporated by reference and any free writing prospectus that we have authorized for use in connection with this offering contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as may, will, should, believe, expect, anticipate, intend, plan, expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, statements about:

competition from existing and future competitors in the highly competitive developing market in which we operate;

failure to adapt our business model to keep pace with rapid changes in the recruiting and career services business;

failure to maintain and develop our reputation and brand recognition;

failure to increase or maintain the number of customers who purchase recruitment packages;

cyclicality or downturns in the economy or industries we serve;

the failure to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites;

the failure to successfully identify or integrate acquisitions;

United States and foreign government regulation of the Internet and taxation; and

our ability to borrow funds under our revolving credit facility or refinance our indebtedness and restrictions on our current and future operations under our credit facility.

These factors and others are more fully discussed elsewhere herein and in the documents incorporated herein by reference, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2010, under the headings Risk Factors, Forward-Looking Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations. These and other risks could cause actual results to differ materially from those implied by forward-looking statements herein and therein.

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Use of Proceeds

We will not receive any proceeds from the sale of shares by the selling stockholders.

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The table below sets forth, as of May 5, 2011, the following information regarding the selling stockholders:

the number and percentage of shares of common stock owned by the selling stockholders prior to the offering;

the number of shares of common stock to be offered for the selling stockholders' accounts; and

the number and percentage of shares of common stock to be owned by selling stockholders after completion of the offering.

Name of Beneficial Owner	Shares Beneficially Owned Before the Offering(1)		Shares Being Sold in this Offering	Shares Beneficially Owned After the Offering	
	Shares	%		Shares	%
General Atlantic Partners 79, L.P.(2)(3)	8,114,026	12.2	2,605,571	5,508,455	8.3
General Atlantic Partners 84, L.P.(2)(3)	770,674	1.2	247,478	523,196	*
GAP Coinvestments CDA, L.P.(2)(3)	1,686	*	541	1,145	*
GapStar, LLC(2)(3)	219,389	*	70,450	148,939	*
GAP-W, Holdings, L.P.(2)(3)	2,629,479	3.9	844,378	1,785,101	2.7
GAP Coinvestments III, LLC(2)(3)(4)	685,780	1.0	174,147	465,563	*
GAP Coinvestments IV, LLC(2)(3)	158,979	*	51,051	107,928	*
GAPCO GmbH & Co., KG(2)(3)	19,882	*	6,384	13,498	*
Quadrangle Capital Partners II LP(3)(5)	11,103,652	16.7	3,490,689	7,612,963	11.4
Quadrangle Select Partners II LP(3)(5)	297,041	*	93,382	203,659	*
Quadrangle Capital Partners II-A LP(3)(5)	1,323,042	2.0	415,929	907,113	1.4

* Less than 1%

- (1) Calculated pursuant to Rule 13(d)-1 of the Securities Exchange Act of 1934, as amended (the Exchange Act), as of May 5, 2011, at which date there were 66,619,300 aggregate shares of common stock outstanding.
- (2) General Atlantic LLC (General Atlantic) is the general partner of each of General Atlantic GenPar, L.P. (GA GenPar), General Atlantic Partners 79, L.P. (GAP 79), and GAP Coinvestments CDA, L.P. (CDA). GA GenPar is the general partner of General Atlantic Partners 84, L.P. and GAP-W Holdings, L.P. (GAP-W). The officers of GapStar, LLC (GapStar) and managing members of GAP Coinvestments III, LLC (GAPCO III) and GAP Coinvestments IV, LLC (GAPCO IV) are managing directors of General Atlantic. GAPCO Management GmbH (GmbH Management) is the general partner of GAPCO GmbH & Co. KG (KG) and, together with GAP 79, GAP 84, GAP-W, CDA, GapStar, GAPCO III, GAPCO IV and GmbH Management, the General Atlantic Stockholders. There are 27 managing directors of GA (the GA Managing Directors). General Atlantic, GA GenPar, GAP 79, GAP 84, GAP-W, CDA, GapStar, GAPCO III, GAPCO IV, GmbH Management and KG and are a group, as defined in Rule 13d-5 of the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), and may be deemed to own beneficially an aggregate of 12,599,895 shares of the

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- common stock, which represents approximately 18.9% of the outstanding shares of common stock. David C. Hodgson is a GA Managing Director. Mr. Hodgson disclaims beneficial ownership of such shares beneficially owned by the General Atlantic Stockholders except to the extent of his pecuniary interest therein. H. Raymond Bingham is a GA Advisory Director. Mr. Bingham disclaims beneficial ownership of such shares beneficially owned by the General Atlantic Stockholders except to the extent of his pecuniary interest therein. Investment entities affiliated with General Atlantic have a minority ownership position in two entities that have broker-dealer subsidiaries: Pierpont Securities Holdings LLC (Pierpont) and Getco Holding Company, LLC (Getco). Pierpont has one wholly-owned broker-dealer subsidiary, Pierpont Securities LLC, and Getco has three wholly-owned broker-dealer subsidiaries, CTEG, LLC, Getco Execution Services, LLC and Getco Securities, LLC. Each of the General Atlantic Stockholders acquired its shares in the ordinary course of business and at the time of the acquisition of such shares did not have any arrangements or understandings with any person to distribute the securities. The mailing address for the General Atlantic Stockholders (other than KG and GmbH Management) is c/o General Atlantic Service Company, LLC, 3 Pickwick Plaza, Greenwich, CT 06830. The mailing address for KG and GmbH Management is c/o General Atlantic GmbH, Koenigsallee 63, 40212 Düsseldorf, Germany.
- (3) Given the terms of the Institutional Shareholder Agreement (as defined in the accompanying prospectus under Selling Stockholders Material Relationships with Selling Stockholders Institutional Shareholder Agreement), the General Atlantic Stockholders, the Quadrangle Stockholders (as defined below) and the Management Stockholders (as defined in the accompanying prospectus under Selling Stockholders Material Relationships with Selling Stockholders Institutional Shareholder Agreement) may be deemed to constitute a group that, as of the date set forth above, collectively beneficially owns approximately 31,427,090 shares of common stock, or 43.5% of the Company's total number of shares of common stock outstanding for purposes of Section 13(d)(3) of the Exchange Act. Each of the General Atlantic Stockholders, the Quadrangle Stockholders and the Management Stockholders disclaims beneficial ownership of the shares of common stock beneficially owned by the other parties to the Institutional Shareholder Agreement.
- (4) Immediately prior to the closing of this offering, GAPCO III will transfer 600 shares of common stock to Peter Bloom, a GA Advisory Director, 21,440 shares of common stock to Steven A. Denning, a managing director of General Atlantic, and 24,030 shares of common stock to William E. Ford, a managing director of General Atlantic. The number of shares beneficially owned by GAPCO III after the offering gives effect to these distributions.
- (5) QCP GP Investors II LLC is the general partner of Quadrangle GP Investors II LP, which is the general partner of each of Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP (collectively, the Quadrangle Stockholders and, together with Quadrangle GP Investors II LP, the Quadrangle Entities). QCP GP Investors II LLC disclaims beneficial ownership of the shares of common stock that may be deemed beneficially owned by the Quadrangle Entities or any of their affiliates. The investment committee of QCP GP Investors II LLC makes voting and investment decisions with respect to the securities held by the Quadrangle Entities. One of the members of the investment committee of QCP GP Investors II LLC is Peter R. Ezersky, who is a member of our board of directors. Each of Mr. Ezersky and the other members of the investment committee of QCP GP Investors II LLC disclaim ownership of such shares that may be deemed beneficially owned by the Quadrangle Entities or any of their affiliates. The mailing address for the Quadrangle Shareholders is 375 Park Avenue, New York, NY 10152.

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Certain U.S. Federal Income Tax Consequences for Non-U.S. Holders

The following is a discussion of the material U.S. federal income tax consequences to a Non-U.S. Holder, as defined below, of the acquisition, ownership and disposition of shares of our common stock purchased pursuant to this offering. This discussion is based on the Internal Revenue Code of 1986, as amended (the Code), Treasury regulations promulgated under the Code (Treasury Regulations), administrative pronouncements or practices and judicial decisions, all as of the date hereof. Future legislative, judicial, or administrative modifications, revocations, or interpretations, which may or may not be retroactive, may result in U.S. federal income tax consequences significantly different from those discussed herein. This discussion is not binding on the Internal Revenue Service (IRS). No ruling has been or will be sought or obtained from the IRS with respect to any of the U.S. federal tax consequences discussed herein. There can be no assurance that the IRS will not challenge any of the conclusions discussed herein or that a U.S. court will not sustain such a challenge.

The following discussion does not purport to be a full description of all U.S. federal income tax considerations that may be relevant to any Holder, as defined below, in light of such Holder's particular circumstances and addresses only Holders who hold common stock as capital assets within the meaning of Section 1221 of the Code. This discussion does not address any (i) U.S. federal alternative minimum tax, (ii) U.S. federal estate, gift, or other non-income tax (except as set forth below) or (iii) any state, local, or non-U.S. tax consequences of the acquisition, ownership or disposition of our common stock. In addition, this discussion does not address the U.S. federal income and estate tax consequences to beneficial owners of our common stock subject to special rules, including, among others, beneficial owners that (i) are banks, financial institutions, or insurance companies, (ii) are regulated investment companies or real estate investment trusts, (iii) are brokers, dealers, or traders in securities or currencies, (iv) are tax-exempt organizations, (v) are controlled foreign corporations, (vi) are passive foreign investment companies, (vii) are U.S. expatriates, (viii) purchase or hold our common stock as part of hedges, straddles, constructive sales, conversion transactions or other integrated investments, (ix) acquire our common stock as compensation for services or through the exercise or cancellation of employee stock options or warrants or (x) have a functional currency other than the U.S. dollar.

As used herein, a Holder means a beneficial owner of our common stock unless such beneficial owner is a partnership or other entity classified as a partnership for U.S. federal income tax purposes (a Partnership) or an owner or partner in a Partnership. If a beneficial owner of our common stock is a Partnership or an owner or partner in a Partnership, the U.S. federal income tax consequences generally will depend on the activities of such Partnership and the status of such owner or partner. A beneficial owner of our common stock that is a Partnership or an owner or partner in a Partnership should consult its own tax advisor regarding the U.S. federal income tax consequences of the acquisition, ownership and disposition of our common stock.

A U.S. Holder means a Holder that is (i) an individual citizen or resident alien of the United States, (ii) a corporation or other entity taxable as a corporation for U.S. federal tax purposes created or organized in the United States, any state thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income tax regardless of its source or (iv) a trust that (a) is subject to the primary jurisdiction of a court within the United States and for which one or more U.S. persons have authority to control all substantial decisions or (b) has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person. As used herein, a Non-U.S. Holder means a Holder that is not a U.S. Holder.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET FORTH BELOW IS FOR GENERAL INFORMATION ONLY AND IT IS NOT INTENDED TO BE, NOR SHOULD IT BE CONSTRUED TO BE, LEGAL OR TAX ADVICE TO ANY HOLDER OR PROSPECTIVE HOLDER OF SHARES AND NO OPINION OR REPRESENTATION WITH RESPECT TO THE U.S. FEDERAL INCOME TAX CONSEQUENCES TO ANY SUCH HOLDER OR PROSPECTIVE HOLDER IS MADE. A HOLDER SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE APPLICATION OF U.S. FEDERAL TAX LAWS TO ITS PARTICULAR CIRCUMSTANCES AND ANY TAX CONSEQUENCES ARISING UNDER THE LAWS OF ANY STATE, LOCAL, NON-U.S. OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.

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Distributions on Common Stock

As discussed under Risk Factors Risks Related to this Offering and our Common Stock, we do not anticipate making a distribution on common stock in the foreseeable future. If we make a distribution on a Non-U.S. Holder's common stock, however, then, to the extent that such distribution is paid from our current and accumulated earnings and profits as determined under U.S. federal income tax principles (a dividend), the dividend generally will be subject to withholding of U.S. federal income tax at a rate of 30% of the gross amount, or any lower rate that may be specified by an applicable tax treaty if we have received proper certification of the application of that tax treaty. If the amount of the distribution exceeds our current and accumulated earnings and profits, such excess first will be treated as a return of capital to the extent of a Non-U.S. Holder's tax basis in our common stock, and thereafter will be treated as capital gain (and treated as described below under Sale or Other Taxable Disposition of Common Stock). However, except to the extent that we elect (or the paying agent or other intermediary through which a Non-U.S. Holder holds its common stock elects) otherwise, we (or the intermediary) must generally withhold on the entire distribution, in which case a Non-U.S. Holder would be entitled to a refund from the IRS for the withholding tax on the portion of the distribution that exceeded our current and accumulated earnings and profits. A Non-U.S. Holder should consult its own tax advisor regarding its entitlement to benefits under an applicable tax treaty and the manner of claiming the benefits of such treaty. A Non-U.S. Holder that is eligible for a reduced rate of U.S. federal withholding tax under a tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS.

Dividends that are effectively connected with a Non-U.S. Holder's conduct of a trade or business in the United States (and, if certain tax treaties apply, are attributable to a U.S. permanent establishment maintained by such Non-U.S. Holder) are not subject to U.S. withholding tax, but instead are taxed in the manner applicable to U.S. persons. In that case, we will not withhold U.S. federal withholding tax, provided that the Non-U.S. Holder complies with applicable certification and disclosure requirements. In addition, dividends received by a corporate Non-U.S. Holder that are effectively connected with the conduct of a trade or business in the United States may be subject to a branch profits tax at a rate of 30%, or any lower rate as may be specified in an applicable tax treaty.

Sale or Other Taxable Disposition of Common Stock

A Non-U.S. Holder generally will not be subject to U.S. federal income tax, including by way of withholding, on gain recognized on a sale, exchange or other taxable disposition of our common stock unless any one of the following is true:

the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States and, if an applicable tax treaty applies, is attributable to a U.S. permanent establishment (or, in the case of an individual, a fixed base) maintained by such Non-U.S. Holder in the United States, in which case the branch profits tax discussed above may also apply to a corporate Non-U.S. Holder;

the Non-U.S. Holder is an individual present in the United States for 183 or more days in the taxable year of the disposition and certain other requirements are met; or

the Foreign Investment in Real Property Tax Act, or FIRPTA, rules apply because (1) our common stock constitutes a U.S. real property interest by reason of our status as a U.S. real property holding corporation (USRPHC) for U.S. federal income tax purposes at any time during the shorter of the period during which the Non-U.S. Holder holds our common stock or the five-year period ending on the date on which the Non-U.S. Holder disposes of our common stock; and (2) assuming that our common stock constitutes a U.S. real property interest and is treated as regularly traded on an established securities market within the meaning of applicable Treasury Regulations, the Non-U.S. Holder held, directly or indirectly, at any time within the five-year period preceding the disposition, more than 5% of our common stock.

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Generally, a corporation is a USRPHC only if the fair market value of its U.S. real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests plus its other assets used or held for use in a trade or business. We believe that we are not now, have not been in the last five years and will not become a USRPHC. There can be no assurance regarding our USRPHC status for the current year or future years, however, because USRPHC status is based on the composition of our assets from time to time and on certain rules whose application is uncertain. We may become a USRPHC in the future.

An individual Non-U.S. Holder who is subject to U.S. tax because he or she was present in the United States for 183 or more days during the year of disposition and certain other conditions were met will be taxed on his or her gains, including gains from the disposition of our common stock net of applicable U.S. losses from dispositions of other capital assets incurred during the year, at a flat rate of 30% or a reduced rate under an applicable tax treaty.

An individual Non-U.S. Holder described in the first bullet point above will be subject to tax on his or her gains under regular graduated U.S. federal income tax rates.

U.S. Federal Estate Tax

Shares of common stock owned or treated as owned by an individual who is not a U.S. citizen or resident for U.S. federal estate tax purposes will be considered United States situs assets, will be included in that Non-U.S. Holder's estate for U.S. federal estate tax purposes, and may be subject to U.S. federal estate tax unless an applicable estate tax or other tax treaty provides otherwise.

Backup Withholding and Information Reporting

Under Treasury Regulations, we must report annually to the IRS and to each Non-U.S. Holder the amount of dividends paid to each Non-U.S. Holder and any tax withheld with respect to those dividends. These information reporting requirements apply even if withholding was not required because the dividends were effectively connected dividends or withholding was reduced or eliminated by an applicable tax treaty. Under an applicable tax treaty, that information may also be made available to the taxing authorities in a country in which the Non-U.S. Holder resides or is established.

Backup withholding will generally not apply to payments of dividends made by us or our paying agents, in their capacities as such, to a Non-U.S. Holder if the Holder has provided the certification described above that it is not a U.S. person (generally satisfied by providing the applicable IRS Form W-8) or has otherwise established an exemption, provided we or the paying agent have no actual knowledge or reason to know that the beneficial owner is a U.S. person.

The payment of the proceeds of a disposition of our common stock by a Non-U.S. Holder to or through the U.S. office of a broker generally will be reported to the IRS and reduced by backup withholding unless the Non-U.S. Holder either certifies its status as a Non-U.S. Holder in accordance with applicable Treasury Regulations or otherwise establishes an exemption and the broker has no actual knowledge, or reason to know, to the contrary. The payment of the proceeds of a disposition of our common stock by a Non-U.S. Holder to or through a non-U.S. office of a non-U.S. broker generally will not be reduced by backup withholding or reported to the IRS unless the non-U.S. broker has certain types of relationships with the United States (a U.S. Related Financial Intermediary). In the case of the payment of proceeds from the disposition of our common stock to or through a non-U.S. office of a broker that is either a U.S. person or a U.S. Related Financial Intermediary, the Treasury Regulations require information reporting (but not backup withholding) on the payment unless the broker has documentary evidence in its files that the owner is a Non-U.S. Holder and the broker has no knowledge to the contrary.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be refunded or credited against the Non-U.S. Holder's U.S. federal income tax liability, if any, provided that certain