

MONSTER WORLDWIDE INC  
Form DEFA14A  
April 21, 2008

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Monster Worldwide, Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

*MONSTER WORLDWIDE, INC.*

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

*MONSTER WORLDWIDE, INC*

*622 THIRD AVENUE*

*39TH FLOOR*

*NEW YORK, NY 10017*

**Stockholder Meeting to be held on 06/03/08**

**Proxy Material Available**

- Notice and Proxy Statement
- Annual Report

**PROXY MATERIAL - VIEW OR RECEIVE**

**You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.**

To facilitate timely delivery please make the request as instructed below on or before 05/20/08.

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

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\*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 06/03/08  
Meeting Time: 9:00 A.M.  
For holders as of: 04/08/08

**Meeting Location:**

Grand Hyatt New York

Manhattan Ballroom

109 East 42nd Street

New York, NY 10017

**How To Vote**

**Vote In Person**

To obtain directions to attend the meeting and vote in person, please call the Company's Investor Relations at: 212-351-7032. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to

**WWW.PROXYVOTE.COM.**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

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**Voting items**

1. ELECTION OF DIRECTORS

**Nominees:**

- 01) Salvatore Iannuzzi
- 02) Robert J. Chrenc
- 03) John Gaulding
- 04) Edmund P. Giambastiani, Jr.
- 05) Ronald J. Kramer
- 06) David A. Stein
- 07) Timothy T. Yates

2. APPROVAL OF THE MONSTER WORLDWIDE, INC. 2008 EQUITY INCENTIVE PLAN

3. APPROVAL OF THE MONSTER WORLDWIDE, INC. EXECUTIVE INCENTIVE PLAN

4. RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN, LLP AS MONSTER WORLDWIDE, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2008

The Company s Board of Directors recommends that you vote For all of the nominees in proposal 1 and For proposals 2, 3 and 4.

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