

MONSTER WORLDWIDE, INC.  
Form 8-K  
October 21, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 21, 2016**

**MONSTER WORLDWIDE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34209**  
**(Commission**  
  
**File Number)**

**13-3906555**  
**(IRS Employer**  
  
**Identification No.)**

**133 Boston Post Road, Building 15**

**Weston, Massachusetts**  
**(Address of principal executive offices)**

**02493**  
**(Zip Code)**

**Registrant's telephone number, including area code: (978) 461-8000**

**None**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 21, 2016, Monster Worldwide, Inc. (the Company) announced its results of operations for the quarter ended September 30, 2016. A copy of the Company's press release announcing its results of operations for the quarter ended September 30, 2016 is attached hereto as Exhibit 99.1.

The information in this report, including Exhibit 99.1, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

### Cautionary Statement Regarding Forward-Looking Statements

The statements in this release that are not strictly historical, including, without limitation, statements regarding the Company's strategic direction, prospects and future results, the planned transaction with Randstad, the expected timetable for completing the planned transaction and any other statements about the future expectations, beliefs, goals, plans or prospects of the board or management of the Company constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve certain risks and uncertainties and, therefore, actual results may differ materially from what is expressed or implied herein. Factors that could cause results to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, uncertainties as to the timing of completion of the planned transaction, the ability to obtain requisite regulatory approvals, the tender of a majority of the outstanding shares of common stock of the Company, the possibility that competing offers will be made and the satisfaction or waiver of the other conditions to the consummation of the planned transaction; the potential impact of the announcement or consummation of the planned transaction on relationships, including with employees, suppliers and customers, economic and other conditions in the markets in which we operate, risks associated with acquisitions or dispositions, competition, and the other risks discussed in our Form 10-K, the tender offer documents filed and to be filed by Randstad North America, Inc., Randstad Holding nv and the Company and our other filings made with the Securities and Exchange Commission, which discussions are incorporated into this release by reference. Many of the factors that will determine the Company's future results are beyond the ability of management to control or predict. Readers should not place undue reliance on the forward-looking statements in this release as they reflect management's views only as of the date hereof. The Company undertakes no obligation to revise or update any of the forward-looking statements contained in this release or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

### Additional Information and Where to Find It

Randstad North America, Inc.'s tender offer for shares of the Company's common stock commenced on September 6, 2016, and, in connection with the offer, Randstad North America, Inc., its parent, Randstad Holding nv, and its subsidiary, Merlin Global Acquisition, Inc., filed a tender offer statement on Schedule TO with the SEC and the Company filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC. **The Company's stockholders are strongly advised to read the tender offer statement (including the offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement on Schedule 14D-9 filed by the Company with the SEC because they contain important information about the proposed transaction.** These documents are available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, copies of the offer to purchase, letter of transmittal and other related materials are available free of charge by contacting MacKenzie Partners, Inc., the information agent for the tender offer, toll-free at (800) 322-2885 (or at +1 212-929-5500 collect if you are located outside the U.S. and Canada), or by email to [monster@mackenziepartners.com](mailto:monster@mackenziepartners.com).

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The Company and its directors and executive officers may be deemed to be participants in the solicitation of consent revocations from the Company's stockholders in connection with the consent solicitation conducted by MediaNews Group, Inc. and certain of its affiliates. Information about the Company's officers and directors and their ownership of the Company's shares is set forth in the proxy statement for The Company's 2016 Annual Meeting of

Stockholders, which was filed with the SEC on April 28, 2016. Information about the Company's officers and directors is set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, which was filed with the SEC on February 11, 2016. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of the participants in the solicitation of consent revocations in connection with the consent solicitation conducted by MediaNews Group, Inc. and certain of its affiliates by reading the definitive consent revocation statement filed by the Company with the SEC on October 18, 2016. **The Company's stockholders are strongly advised to read such consent revocation statement (including any amendments or supplements thereto) and any other relevant documents that the Company will file with the SEC because they contain important information.** These documents are available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

99.1 Press Release of the Company Issued on October 21, 2016 Reporting the Company's Results for the Quarter Ended September 30, 2016.

**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: October 21, 2016

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

99.1	Press Release of the Company Issued on October 21, 2016 Reporting the Company's Results for the Quarter Ended September 30, 2016.
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