

Edgar Filing: MONSTER WORLDWIDE INC - Form SC 13G/A

MONSTER WORLDWIDE INC
Form SC 13G/A
September 25, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Monster Worldwide, Inc. (formerly TMP Worldwide, Inc.)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

611742107 (formerly 872941109)
(CUSIP Number)

September 18, 2003
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: MONSTER WORLDWIDE INC - Form SC 13G/A

CUSIP: 611742107

Page 1 of 5

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Group International, Inc.
95-4154357

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

10,667,860

6 SHARED VOTING POWER

NUMBER OF

SHARES

NONE

BENEFICIAL

LY OWNED BY

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

11,896,860

PERSON

WITH:

8 SHARED DISPOSITIVE POWER

NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,896,860 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.1%

Edgar Filing: MONSTER WORLDWIDE INC - Form SC 13G/A

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

CUSIP: 611742107

Page 2 of 5

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 5

- Item 1(a) Name of Issuer:
Monster Worldwide, Inc. (formerly TMP Worldwide, Inc.)
- Item 1(b) Address of Issuer's Principal Executive Offices:
622 Third Ave., 39th Floor
New York, NY 10017
- Item 2(a) Name of Person(s) Filing:
Capital Group International, Inc.
- Item 2(b) Address of Principal Business Office or, if none,
Residence:
11100 Santa Monica Blvd.
Los Angeles, CA 90025
- Item 2(c) Citizenship: N/A
- Item 2(d) Title of Class of Securities:
Common Stock
- Item 2(e) CUSIP Number:
611742107 (formerly 872941109)
- Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
N/A
- Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

See page 2

- (a) Amount beneficially owned:
(b) Percent of class:
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote:
(ii) Shared power to vote or to direct the vote:

Edgar Filing: MONSTER WORLDWIDE INC - Form SC 13G/A

- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of:

CUSIP: 611742107

Page 3 of 5

Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 11,896,860 shares or 11.1% of the 107,532,037 shares of Common Stock believed to be outstanding.

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

1. Capital Guardian Trust Company (CGTC)
2. Capital International Limited (CIL)
3. Capital International S.A. (CISA)
4. Capital International Research and Management, Inc. dba Capital International, Inc. (CII)

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired

Edgar Filing: MONSTER WORLDWIDE INC - Form SC 13G/A

and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP: 611742107

Page 4 of 5

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 26, 2003

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Group International, Inc.

*By /s/ Kenneth R. Gorvetzian
Kenneth R. Gorvetzian
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 30, 2003 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 10, 2003 with respect to Acclaim Entertainment Inc

CUSIP: 611742107

Page 5 of 5