

MONSTER WORLDWIDE INC
Form 8-K
September 23, 2008

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): **September 23, 2008**

MONSTER WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-21571
(Commission
File Number)

13-3906555
(IRS Employer
Identification No.)

622 Third Avenue
New York, NY
(Address of principal executive offices)

10017
(Zip Code)

Registrant's telephone number, including area code: **(212) 351-7000**

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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))
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ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(d) On September 23, 2008, the Board of Directors (the Board) of Monster Worldwide, Inc. (the Company) unanimously elected Roberto Tunioli to the Board. The Board determined that Mr. Tunioli qualifies as an independent director under the requirements of The Nasdaq Stock Market LLC Marketplace Rules. There were no arrangements or understandings pursuant to which Mr. Tunioli was appointed as a director, and there are no related party transactions between the Company and Mr. Tunioli. Concurrently with his election to the Board, Mr. Tunioli was appointed to the Compensation Committee of the Board.

In connection with his election to the Board, on September 24, 2008, Mr. Tunioli will be granted 5,000 shares of restricted stock of the Company. The restricted stock vests at the rate of 50% on the date of grant and 50% on the first anniversary of the date of grant.

A copy of the press release, dated September 23, 2008, announcing the election of Mr. Tunioli to the Board is attached hereto as Exhibit 99.1

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

99.1

Press Release, dated September 23, 2008.

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/ Timothy T. Yates |
| Name: | Timothy T. Yates |
| Title: | Executive Vice President and Chief Financial Officer |

Date: September 23, 2008