



DIVISION OF  
CORPORATION FINANCE

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

October 19, 2016

Eleazer Klein, Esq.  
Schulte Roth & Zabel  
919 Third Avenue  
New York, NY 10022

**Re: Monster Worldwide, Inc.  
Revised Preliminary Consent Solicitation Statement on Schedule 14A filed by  
MediaNews Group, Inc. et al.  
Filed October 18, 2016  
File No. 001-34209**

Dear Mr. Klein:

We have reviewed the filing above and your related response letter and have the following additional comment.

General

1. We note your response to prior comment 2 and the disclosure on page 2 of the revised consent solicitation statement indicating that as a result of the change in the Board's recommendation Randstad may be entitled to terminate the Merger Agreement and cause the Company to pay a termination fee of \$9 million. However, it appears that a change in the Board's recommendation would constitute a breach of the Merger Agreement. Specifically, we note that under Sections 6.02(d) and (e) of the Merger Agreement, the Board is only permitted to change its recommendation in response to a Superior Proposal or an Intervening Event (as such terms are defined in the Merger Agreement), neither of which would appear to have occurred or would occur as a result of MNG succeeding in its consent solicitation. Please disclose this point.

Furthermore, since it appears that the change in recommendation proposed by MNG is not permitted under Section 6.02(d) or (e) of the Merger Agreement, such change would appear to constitute an Intentional and Knowing Breach (as such term is defined in the Merger Agreement) of the Merger Agreement. Section 9.04(g) of the Merger Agreement appears to indicate that in the event of an Intentional and Knowing Breach, Randstad is entitled, in addition to the \$9,000,000 termination fee, to pursue a breach of contract claim for additional monetary damages which does not appear to be subject to any monetary limit. Please disclose this additional point.

Eleazer Klein, Esq.  
Schulte Roth & Zabel  
October 19, 2016  
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Please contact me at (202) 551-3444 with any questions.

Sincerely,

/s/ Perry J. Hindin

Perry J. Hindin  
Special Counsel  
Office of Mergers and Acquisitions