

MONSTER WORLDWIDE INC  
Form SC 13G/A  
October 03, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Monster Worldwide Inc**

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(Name of Issuer)

**Common**

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(Title of Class of Securities)

**611742107**

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(CUSIP Number)

**September 29, 2011**

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(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 Instructions).

CUSIP No.: 611742107

1                      NAME OF REPORTING PERSON  
                            Sarasin & Partners LLP

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)

n/a

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

United Kingdom

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5 SOLE VOTING POWER  
5,996,907

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
5,996,907

8 SHARED DISPOSITIVE POWER  
0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
5,996,907

9

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

10

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
4.6191%

11

TYPE OF REPORTING PERSON  
IA

12

CUSIP No.: 611742107

ITEM 1(a). NAME OF  
ISSUER:

Monster  
Worldwide Inc

ITEM 1(b). ADDRESS OF  
ISSUER'S  
PRINCIPAL

EXECUTIVE  
OFFICES:

622 Third Ave  
39th Fl  
New York, NY  
10017

ITEM 2(a). NAME OF  
PERSON  
FILING:

Sarasin &  
Partners LLP

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

Juxon House  
100 St Pauls  
Churchyard  
London  
EC4M 8BU  
United Kingdom

ITEM 2(c). CITIZENSHIP:  
United Kingdom

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Common

ITEM 2(e). CUSIP  
NUMBER:

611742107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act

(12 U.S.C. 1813);

- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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.

(a) Amount beneficially owned:

5,996,907

(b) Percent of class:

4.6191%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

5,996,907

(ii) Shared power to vote or to direct the vote:

0

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

5,996,907

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

0

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:

Investment Manager  
managing assets on a  
discretionary basis  
for institutional and  
private clients.

IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY

ITEM 7. WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

ITEM 8.

NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 9.

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the foreign  
regulatory scheme  
applicable to [insert  
particular category of  
institutional investor]  
is substantially  
comparable to the  
regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission  
staff, upon request,  
information that  
would otherwise be

disclosed in a  
Schedule 13D.

**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.

October 03, 2011

Date

Sarasin & Partners LLP

Sarasin & Partners

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Signature

Tim Backhouse , Legal Associate

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).