Professional Diversity Network, Inc.

Form 4 April 25, 2014

## FORM 4

subject to

Section 16.

# OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Check this box if no longer CTLATION CENTER OF CHANGES IN DENIENCE.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 4 or
Form 5
obligations
may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Kirsch James R			Symbol			licker or i			Issuer			
	Professional Diversity Network, Inc. [IPDN]						(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)						Director 10% Owner Officer (give title Other (specify			
C/O PROFE NETWORK ST., SUITE	04/24/2014						below)  Chief Executive Officer					
	(Street)		nendment, Date Original onth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,							Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	emed on Date, if /Day/Year)	3. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	l (A) o l of (D	)	5. Amount of Securities Form: Direct (D) or Owned Indirect (I) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	04/24/2014			Code $G_{\underline{(1)}}$		Amount 3,000	(D)	Price \$ 0	1,054,826 (1) (2)	D		
Common Stock	04/24/2014			G(3)	V	1,000	A	\$ 0	1,000	I	By daughter (3)	
Common Stock	04/24/2014			G(4)	V	1,000	A	\$0	1,000	I	By son (4)	
Common Stock	04/24/2014			G(5)	V	1,000	A	\$ 0	1,000	I	By daughter	

3235-0287

January 31,

2005

0.5

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

(5)

(9-02)

9. Nu

Deriv

Secu

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kirsch James R C/O PROFESSIONAL DIVERSITY NETWORK, INC. 801 W. ADAMS ST., SUITE 600 CHICAGO, IL 60607

Chief Executive Officer

### **Signatures**

/s/ David Mecklenburger, Attorney-In-Fact

04/24/2014

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This transaction involved a gift of securities by the reporting person to each of his three children, one of whom shares the same household **(1)** as the reporting person and the other two of whom each hold such securities subject to the investment power of the reporting person.
- The total number of shares owned reported here excludes 203,127 shares mistakenly included in the total number of shares owned that were reported in a Form 4 filed by the reporting person with the Securities and Exchange Commission on August 21, 2013.

Reporting Owners 2

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- (3) These shares are held by the reporting person's daughter who shares the same household as the reporting person.
- (4) The reporting person has investment power over these securities, which are held in an account for the reporting person's son.
- (5) The reporting person has investment power over these securities, which are held in an account for the reporting person's daughter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.