

Professional Diversity Network, Inc.

Form 3

October 06, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Proman Matthew B.

(Last) (First) (Middle)

801 W. ADAMS
STREET,Â STE. 600

(Street)

CHICAGO,Â ILÂ 60607

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/24/2014

3. Issuer Name **and** Ticker or Trading Symbol
Professional Diversity Network, Inc. [IPDN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

COO and EVP

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,110,975

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Expiration Date Title

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	Date Exercisable			Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to purchase Common Stock	06/24/2024	04/11/2024 ⁽¹⁾	Common Stock	183,000	\$ 3.45	D	Â
Warrant to purchase Common Stock	09/25/2015	09/24/2019	Common Stock	50,000	\$ 4	D	Â
Warrant to purchase Common Stock	09/24/2014	09/24/2019	Common Stock	131,250	\$ 10	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Proman Matthew B. 801 W. ADAMS STREET STE. 600 CHICAGO, IL 60607	Â X	Â X	Â COO and EVP	Â

Signatures

/s/ David Mecklenburger,
Attorney-in-Fact

10/06/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The options described on this line become exercisable in full for 60 days following the first to occur of the following: (a) the reporting person's death or disability, (b) the reporting person's separation from service with the issuer, (c) a change in control of the issuer or (d) the date that is nine years and nine months from the grant date of the options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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