

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: September 10, 2014

Professional Diversity Network, Inc.

(Exact Name of Registrant as specified in its charter)

Delaware
*(State or other
jurisdiction of
incorporation or
organization)*

001-35824
(Commission File No.)

80-0900177
*(IRS Employer
Identification Number)*

801 W. Adams Street, Suite 600
Chicago, Illinois 60607
(312) 614-0950
*(Address, including zip code, and telephone number
including area code of Registrant's
principal executive offices)*

Not Applicable
(Former name or former address, if changed since last report)

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))
-
-

Item 7.01 Regulation FD Disclosure

On September 11, 2014, David Mecklenburger, Chief Financial Officer of Professional Diversity Network, Inc. (the “**Company**”) and Star Jones, President of NAPW, Inc., will participate in an investor conference.

A copy of the slide package prepared for use by executive management at the investor conference is furnished as Exhibit 99.1 to this report. The information in the slide package is presented as of the date hereof, and the Company does not assume any obligation to update such information in the future. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “**Exchange Act**”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any other filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statement and Exhibits.**(d) Exhibits**

99.1 Slide Package prepared for use in connection with investor conference.

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.

PROFESSIONAL DIVERSITY NETWORK, INC.

Date: September 10, 2014

By: /s/ David Mecklenburger
David Mecklenburger
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

99.1	Slide Package prepared for use in connection with investor conference.
------	--



**Professional
Diversity Network**

Investor Relations and Performance Report

INVESTOR RELATIONS AND PERFORMANCE REPORT





SAFE HARBOR



Notice Regarding Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements regarding Professional Diversity Network's ("PDN" or the "Company") expected future financial position, results of operations, cash flows, business strategy, budgets, projected costs, capital expenditures, products, competitive positions, growth opportunities, plans and objectives of management for future operations, as well as statements that include the words such as "expects," "reaffirms," "intends," "anticipates," "plans," "believes," "seeks," "estimates," "optimistic," or variations of such words and similar expressions, are forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in the Company's preliminary prospectus and filings with the Securities and Exchange Commission (the "SEC"). Moreover, the Company operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for Company management to predict all risks, nor can the Company assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements the Company may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. These risk factors are listed from time to time in PDN's SEC filings, including but not limited to its Form 10-K for the year ended December 31, 2012. PDN does not assume any obligation to publicly update or revise any forward-looking statements for any reason.



PDN & NAPW Merger



On July 14th 2014, Professional Diversity Network, Inc. (Nasdaq:IPDN) ("PDN") and NAPW, Inc., the owner of National Association of Professional Women ("NAPW") announced a definitive merger agreement under which NAPW will become a wholly owned subsidiary of PDN.



OUR COMBINED MISSION



PDN/NAPW

Our mission is to utilize the collective strength of our affiliate companies, members, partners and unique proprietary platform to be the standard in business diversity recruiting, networking and professional development for women, minorities, veterans, LGBT and disabled persons globally.

FOR OUR CLIENTS

We aim to increase the employment of diverse Americans by enabling companies and organizations to effectively recruit, hire, retain, connect and promote women, minorities, veterans, LGBT and disabled persons in a manner that is sustainable, scalable, measurable and EEO-OFCCP compliant.

FOR OUR MEMBERS

Through comprehensive and innovative resources, unique tools and progressive benefits, PDN/NAPW professionals can interact, exchange ideas, advance their knowledge, expand their employment opportunities and empower each other. The goal is to increase each member's access to valuable professional connections and to provide an exclusive, highly advanced networking forum to executives, professionals and entrepreneurs where they can aspire, connect and achieve.



AT A GLANCE



- Founded in 2003, headquartered in Chicago
- Provides an online relationship recruitment platform that harnesses the natural engagement of affinity networking
- Addresses the highly fragmented diversity recruitment market
- Operates eight distinct diversity recruitment sites with over 3 million total registered users
- Offers assistance to the 22% of the US workforce and their employers who are obligated to comply with EEO/OFCCP requirements

Ticker:	NASDAQ: IPDN
Shares Outstanding	6.3 million
Key Management Ownership	22.2%
Market Capitalization	\$30 million



IF YOU BUILD IT... THEY WILL COME



NAPW Has Created The Community Both Online And In-Person Where Professional Women Can **Connect** With Others, **Develop** Personally and Professionally, and **Promote** Themselves and Their Businesses.



Over 600,000 Members Engage Online and Through Nearly 300 Local Chapters Nationwide



National Conference, Regional Networking Summits, Seminars, Webinars, Exclusive Publications, Certification Courses



Robust Professional and Business Profiles; Placements on Home Page, In Online Marketplace and Publications; Business Expos



WHY INVEST IN US



- US Census data indicates that as America becomes a multicultural majority, the importance of employers to reach diverse candidates intensifies
- Registered users as of September 2014 increased to over 3M members
- Our total addressable market includes almost 72M women and 55M racially diverse Americans in the US workforce
- The advent of a multicultural majority in America; growth of the Hispanic population are leading businesses to seek a diverse workforce and to be EEO-OFCCP compliant and competitive
- The Federal Government requires diverse hiring practices by Federal agencies and Federal contractors and subcontractors

Source: Bureau of Labor Statistics "The Employment Situation—June 2012"



SOURCES OF INCOME - PDN



Direct Sales

Our direct sales force bookings increased over 7 times 2014Q2 versus 2013Q2

E-commerce

Employers are able to electronically post job listings directly to our networks via the internet

Events

Producing 20+ professional networking career events held throughout the country, hosted and managed by our recently acquired events division

Partner Sales

PDN operates job boards and distributes job postings and recruitment advertising for numerous diverse professional organizations and websites



OUR PURPOSE - NAPW

Providing the venue and the resources for professional women to...

ASPIRE
CONNECT
ACHIEVE

"My answer is simple. We need a place where we can nurture relationships in a way that feels comfortable, a venue where we make the rules and a private space that empowers us."

Why Women Need Women-Only Networks
FORBESWOMEN May 2012

INVESTOR RELATIONS AND PERFORMANCE REPORT





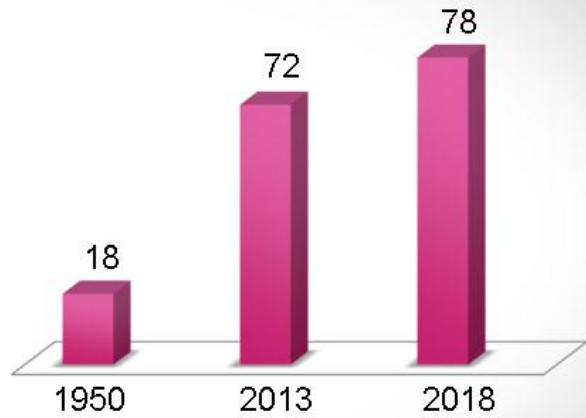
MARKET OPPORTUNITY



Of the 72MM Working

Women in '13:

- ✓80% Had "White Collar" Occupations
- ✓51.5% Worked In Management
- ✓32% Worked in Sales
- ✓21% Worked in Service Occupations
- ✓5% Were Self-Employed (Unincorporated)
- ✓Women Make Up The Majority Of Professional (57%) And Service (57%) Occupations - The Occupations Expected To Experience The Fastest Growth Between '09 and '18



Women Are Projected To Make Up 51% of the Increase in the Workforce Through '18 And Make the Purchasing Decisions for Themselves and Their Families

MARKET OPPORTUNITY



78MM
WOMEN IN
LABOR FORCE
BY 2018



73%
WHITE COLLAR
IN 2009



WOMEN'S
MEDIAN EARNINGS
80% OF MEN'S

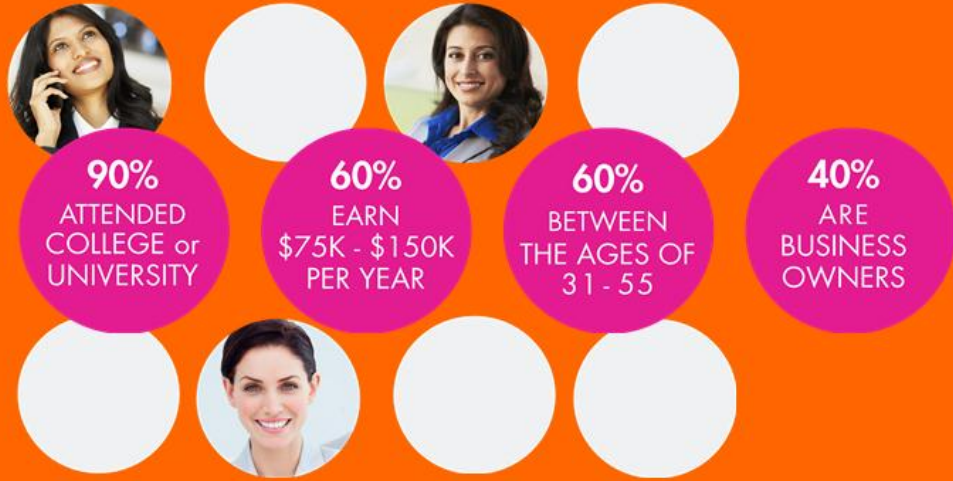
8.6MM
WOMEN-
OWNED
BUSINESSES



80%
OF WOMEN-OWNED
BUSINESS
RECEIPTS LESS
THAN 50K



NAPW WOMEN HAVE THE POWER



INVESTOR RELATIONS AND PERFORMANCE REPORT Source: NAPW Internal Data

HOW WE DO IT: NATIONAL NETWORKING CONFERENCE 2013

2013 Conference Hosted By Star Jones,

NAPW President & National Spokesperson

▪ Keynote Speakers

- Martha Stewart
- Arianna Huffington

▪ Panelists Included:

- Leslie Jane Seymour, Editor-in-Chief, *More Magazine*
- Monique L. Nelson, Chairman and CEO, UniWorld Group, Inc.
- Desiree Rogers, CEO, Johnson Publishing
- Kim Garst, CEO, Boom! Social

▪ Breakout Sessions on Topics Including “The Transforming Leader,” “Striking A Balance,” and “Igniting Your Personal Brand”





HOW WE DO IT: NATIONAL NETWORKING CONFERENCE 2014



2014 Conference Hosted By Star Jones, NAPW President & National Spokesperson



Keynote Speakers

- Barbara Corcoran
- Robin Roberts - ICON Award Winner



Panels Included:

- Entrepreneur Panel - Featuring Lisa Price, Founder and CEO, Carol's Daughter
- Whole Woman Panel - Featuring Emme, Personal Image Expert, Plus-Size Supermodel, Women's Advocate
- Philanthropic Panel - Featuring NAPW Foundation Partner Executives (Girls Inc., The American Heart Association, The Breast Cancer Research Foundation and Dress For Success)
- Style Panel - Featuring *Marie Claire* and Lancôme Executives





HOW WE DO IT: REGIONAL, CLUSTER AND CHAPTER SPECIAL EVENTS

Monthly Local Chapter Events/Meetings

- Nearly 300 Local Networking events held monthly in every major city and state in the US.

Power Career Networking Events

- 100-300 Women Professionals looking to advance their career opportunities through networking in a targeted corporate environment

Finance Events

- Finance partner to run one-day financial seminar for Regional and Local Chapter clusters
- Focused in NAPW Key Cities in all 5 Regions

VIP Events

- Utilizing our present and continuing relationships, we will create cluster area focused VIP events hosted in individual key cities
- Themes include CAREER, FASHION, FINANCE, HEALTH & WELLNESS and LIFESTYLE

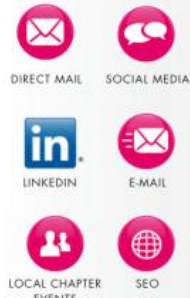
BUSINESS MODEL



LEAD GEN MARKETING



CHANNELS



MEMBERSHIP SERVICES





GROWTH STRATEGY



Build a Robust National Network of Professional Women Strong “Annuity-Like” Membership Renewal Revenue Stream And Valuable Database

Membership Acquisition

- Double Call Center Capacity
- Execute Key Market Expansion Strategy Using Local Events and Marketing Efforts To Drive Experience and Membership
- Initiate Campus Recruitment Program
- Initiate Corporate Membership Program
- Initiate Member Driven Acquisition Sales Team

Membership Retention

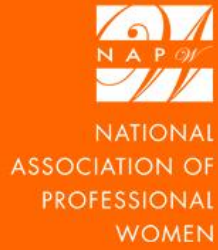
- Rebuild of Website To A Create a “Destination” Site (e.g. Match.com/LinkedIn) – Business Tool For Members
- Expansion of Local Chapter Network, Services and Offerings
- Roll out new Career Services Offerings for all levels of Membership
- Expanded Membership Services - Relevant, Valuable Product and Service Offerings
- Expanded Customer On-Boarding Experience To Ensure Optimizing Value From Membership

Database Enhancement

- Confirm Valuable, Relevant Content Captured With Minimal Member Disruption
- Invest in Technology Infrastructure For Optimal Data Mining/Analysis
- Append to External Sources to Broaden and Deepen Member Profile Information



COMPETITIVE LANDSCAPE



Why Us

- "First-Mover" advantage
- Largest and most diverse network of professional women
 - Corporate professionals and entrepreneurs
 - Members in all 50 states
 - Over 200 industries represented
 - Both online and face-to-face networking
- Focus on connecting, advancing and promoting our members
- Best value proposition
- Subscription-based revenue model



NAPW “STAR” POWER STAR JONES, PRESIDENT & NAPW SPOKESPERSON



STAR JONES
President and National Spokesperson

A well-respected, sought-after commentator and women’s advocate, Star is a highly accomplished attorney, former NY prosecutor, entrepreneur, businesswoman, philanthropist, best-selling author and NAPW President and National Spokesperson.

Guest commentator appearances provide national exposure, promotion and credibility for NAPW in major broadcast markets.



As the National Volunteer for the American Heart Association, Star positively impacts the lives of all women by empowering them to take action, stand stronger and join the fight against heart disease.





OUR DIVERSE PROFESSIONAL NETWORKING



 **Pro Able**
Disabled Professionals

 **iHispano**
Latino Professionals

 **Asian Career Network**
Asian Professionals

 **Military 2 Career**
Veteran Professionals

 **Black Career Network**
Black Professionals

 **Women's Career Channel**
Female Professionals

 **Out Professional Network**
LGBT Professionals

 **Professional Diversity Network**

- Geographically and occupationally targeted, culturally relevant recruitment for active and passive candidates
- Promotion of corporate culture of diversity and inclusion
- Connect and network with recruiters and diverse talent

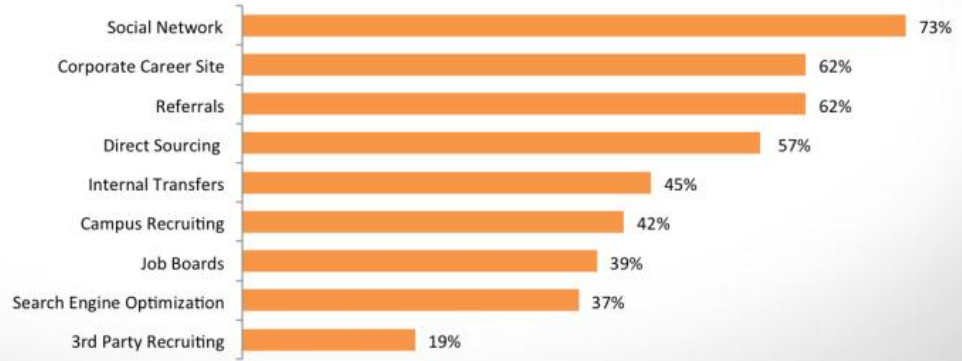


ONLINE PROFESSIONAL NETWORKING GROWTH



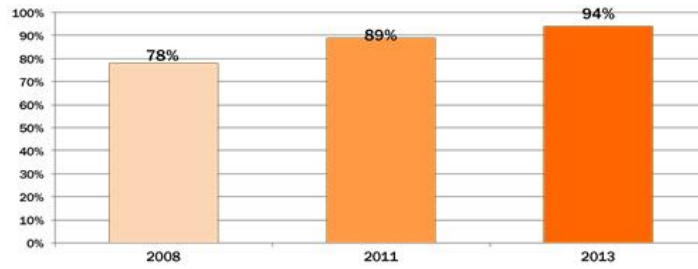
Companies that use or plan to begin social networks or social media to support recruitment efforts

Preference Pattern of Mediums for Recruitment - Increased Investment in Recruitment in 2013 vs 2012





ONLINE PROFESSIONAL NETWORKING GROWTH



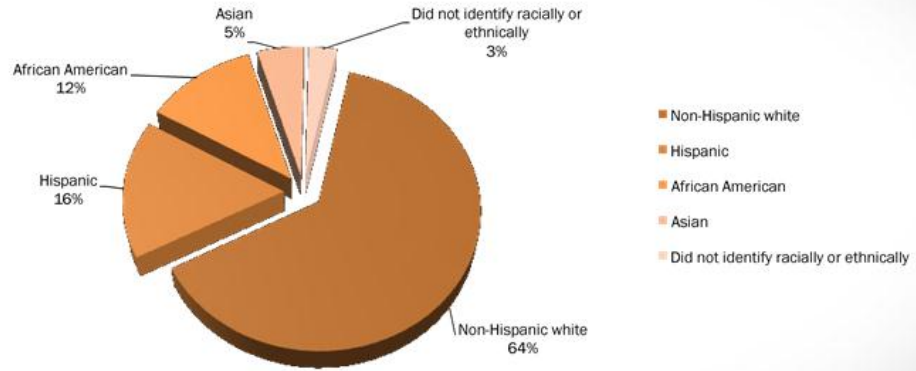
- 94% of recruiters surveyed are using or planning to use social networking tools for recruitment
- 78% of recruiters have made a hire through social media; 92% of have hired through LinkedIn
- Companies already using social networking are increasing their spend on social networks for hiring



THE PROFESSIONAL WORKFORCE



Continuing Population Shift Is Changing The Professional Workforce

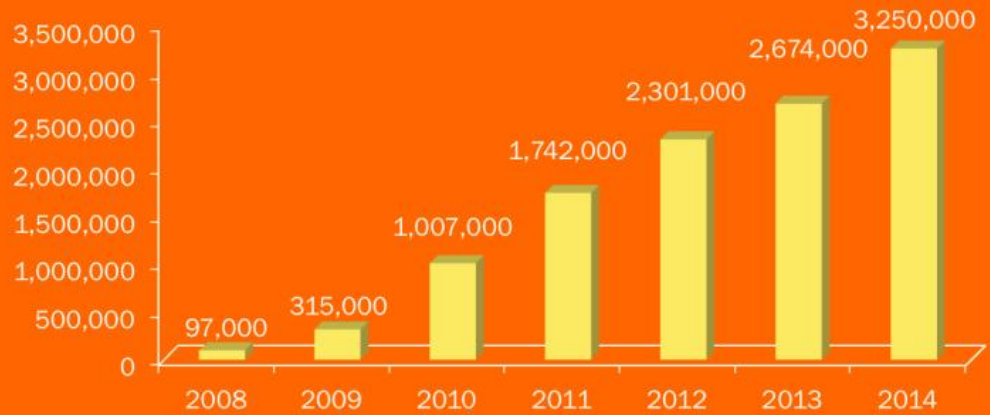


US Census data estimates that by 2050, 83% of the growth in the working-age population will be comprised of new immigrants and their children.



MEMBERSHIP GROWTH

Registered Members Across All Networks



1. Year ending December 31st of each year
2. Monthly average of a 12-month period
3. Monthly average of a 12-month period
4. 2013 and 2014 includes partner membership
5. As of September 2014



OUR AUDIENCE



Our Focus On Diversity



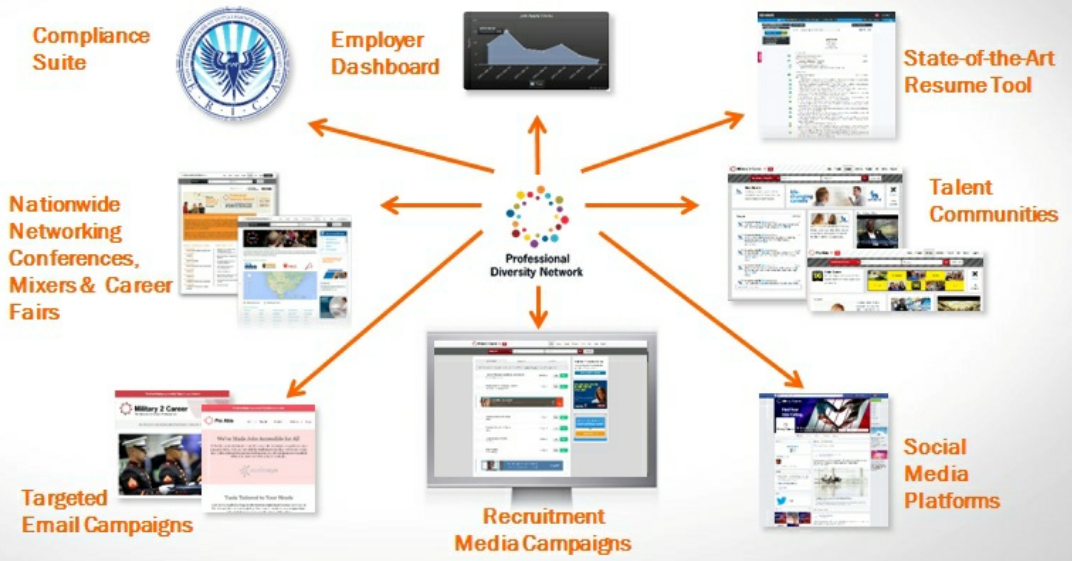
100%

OUR PARTNERS



OVER 50 ORGANIZATIONS TO DATE

PDN 360 DIVERSITY RECRUITING PRODUCTS & SOLUTIONS





FINANCIAL HIGHLIGHTS - PDN

Through June 30, 2014

- Solid balance sheet supported by \$17.5 million in cash and short-term investments with no debt and over \$19.7.2 million of stockholders' equity
- Strong liquidity position provides resources to support long-term growth strategy
- Successfully completed two acquisitions in 2013 adding technology strength, product offering breadth, depth and growth of brand awareness
- Bookings by our direct sales force same quarter year ago grew over 7 times
- Partnered with Audioeye to create ADI by Audioeye to further "digital inclusion" designed for organizations looking to achieve and maintain Web Accessibility Compliance
- ADI by Audioeye generates, maintains, and presents the user with an interactive, fully accessible audio equivalent of a website
- Entered into merger agreement with National Association of Professional Women (NAPW), the largest, most recognized networking organization of professional women in the US
- NAPW includes over 600,000 members and nearly 300 local chapters

INVESTOR RELATIONS AND PERFORMANCE REPORT



INVESTMENT HIGHLIGHTS - NAPW

- 2013 cash flow from Operations in excess of \$2.4MM
- 31% growth in revenue in 2013 and 26% trend in revenue growth in 2014 through June 30
- COGS decreased from 9.1% of revenues in 2013 to 6.9% of revenues for the six months ended June 30, 2014
- New West Coast Sales Office fully operational and growing quickly



INVESTMENT HIGHLIGHTS

- With over 3M members and over 40,000 new members a month, Professional Diversity Network is a leader in the diversity recruitment space
- Positioned to consolidate fragmented diversity recruitment with market leading technology and strong direct sales team
- Strong liquidity position will support the Company's growth strategy



SUMMARY

- Online recruitment revenue was \$2.5 billion in 2011; as America becomes a multicultural majority, the importance of employers to reach diverse candidates intensifies
- Registered users in 2014 increased 14%, with over 3.25M users in our user base
- Our total addressable market includes almost 72M women and 55M racially diverse Americans in the US workforce
- The advent of a multicultural majority in America; growth of the Hispanic population are leading businesses to seek a diverse workforce and to be EEO-OFCCP compliant and competitive
- The Federal Government requires diverse hiring practices by Federal agencies and Federal contractors and subcontractors