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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Professional Diversity Network, Inc.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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# PROFESSIONAL DIVERSITY NETWORK



September 19, 2016  
[www.prodivnet.com](http://www.prodivnet.com)

**Professional  
Diversity Network**

NASDAQ : IPDN	
Shares O/S	14.5MM
Mgmt. Ownership	19.0%

# 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 Annual Report on Form 10-K filed on March 30, 2016. PDN does not assume any obligation to publicly update or revise any forward-looking statements for any reason.



# ADDITIONAL INFORMATION AND WHERE TO FIND IT

This Presentation Does Not Constitute An Offer To Sell Or The Solicitation Of An Offer To Buy Any Securities Of PDN Or A Solicitation Of Any Vote Or Approval. In Connection With The Proposed CFL Transaction, PDN Has Filed With The SEC And Mailed To Stockholders A Proxy Statement On Schedule 14A. Stockholders Are Urged To Read The Proxy Statement And Other Relevant Materials (Including Any Amendments Or Supplements Thereto) Because They Contain Important Information.

PDN Has Not Yet Commenced The Tender Offer Referred To Herein. The Tender Offer Will Be Made Only, If At All, Through An Offer To Purchase And Related Materials, Which PDN Will File With The SEC. Stockholders Are Urged To Read These Materials When They Become Available Because They Will Contain Important Information. If PDN Commences The Tender Offer, It Will File These Materials With The SEC And Disseminate Them To Stockholders.

The Proxy Statement And Other Relevant Materials And, When Available, The Offer To Purchase And Related Tender Offer Materials, And Any Other Documents Filed By PDN With The SEC, May Be Obtained Free Of Charge At The SEC's Website At [www.SEC.gov](http://www.SEC.gov). In Addition, Security Holders May Obtain Free Copies Of The Proxy Statement And Tender Offer Materials (When Available) From PDN By Contacting Christopher Wesser By Telephone At 516-659-8560, Or By Mail To Professional Diversity Network, Inc., Attention: Secretary, 801 W. Adams Street, Suite 600, Chicago, Illinois 60607 Or By Going To The "Investor Relations" Page Of PDNs Corporate Website At [www.Prodivnet.com](http://www.Prodivnet.com).





# PDN OVERVIEW

## Professional Diversity Network Inc. (IPDN)

Holding Company With Three Operating Divisions



PDN Provides An Online Relationship Recruitment Platform That Harnesses The Natural Engagement Of Affinity Networking, Addresses The Highly Fragmented Diversity Recruitment Market And Services Companies With OFCCP Compliance Obligations



NV Operates A Value-Added Lead Generation System That Also Supports PDN's Recruitment Business



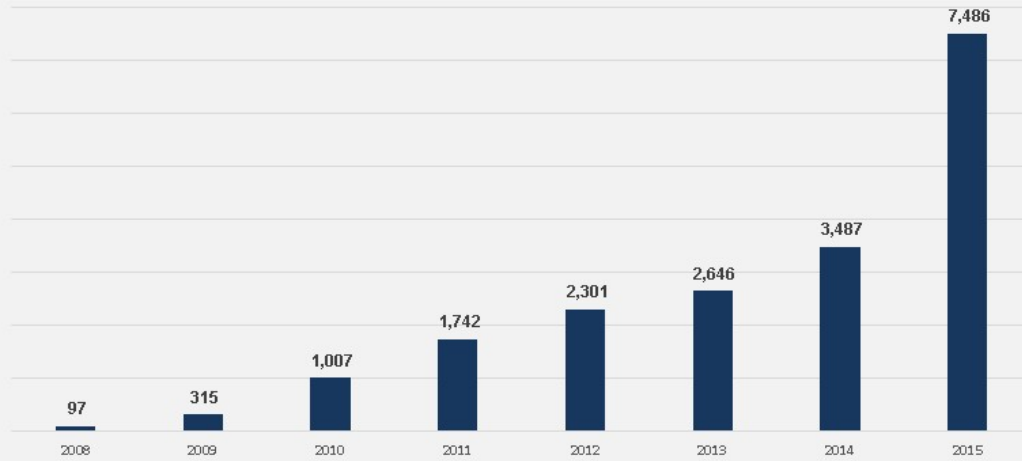
NAPW Operates The Nation's Largest Network Dedicated To Connecting Professional Women And Providing The Tools For Them To Advance Their Careers and Businesses

# PDN REGISTERED USER GROWTH

## 648K New Registered Users Q4 2015

In 000s

RegisteredUsers Across PDN Network



1. Year ending December 31<sup>st</sup> of each year
2. Does not include NAPW membership
3. Partner membership included beginning 2013



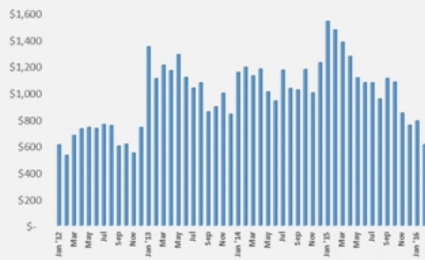


# STRATEGIC PARTNERSHIPS

Over 50 Diversity Organizations, Not-for-Profit and Media Partners

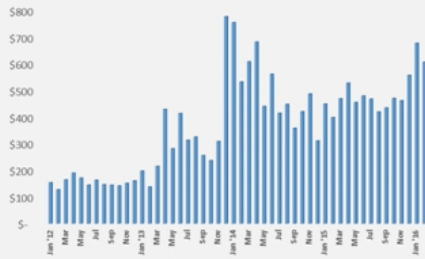






### New Memberships

- Trends Impacted By Reduced Lead Spend, Size of Membership Coordinator Team.
- Steps Being Taken to Optimize Lead Spend and Membership Coordinator Performance To Improve Variable Contribution
- Opportunities to Expand Efforts Through Member to Member Initiatives, Networking Event Membership Drives, 'Work From Home' Model In Other States, Segmentation Initiatives, Potential For eCommerce Offering



### Renewals

- Strong Recurring Revenue Stream
- Opportunities to Improve Renewal Rate Through Enhanced Member Engagement Initiatives, Gamification, Expanded On Boarding Efforts, Revised Product Offerings Based on Recent Market Study, Networking Event Cadence and Location, Branding and Marketing Efforts



### Additional Product Sales

- Trends Impacted By New Membership Trends and CRM Implementation Challenges
- Opportunities to Drive Additional Revenue Through Customization of CRM, Expansion of Sales Team, New Product/Partnership Offerings

# NAPW'S YEAR-IN-REVIEW: 2015

NAPW's Engagement Metrics – 2015



**850,000+**  
MEMBERS NATIONWIDE  
WITH OVER 200 LOCAL CHAPTERS

**NAPW eChapter**  
**13,543** OPT-IN MEMBERS  
\*Launched in September 2015

12 DISCUSSIONS  
11 RESPONSES  
11 POLLS  
4,451 SURVEYS

## PUBLICATIONS

Weekly and bi-monthly blog posts, newsletters and digital content to educate, inform and inspire our members

**176** PUBLISHED BLOGS

**54** STAR'S CORNER

**17** PRESIDENT SPOTLIGHTS

**17** FEATURED STORIES

**16** MEMBER SPOTLIGHTS

## MEDIA APPEARANCES

**16.7 million**  
TOTAL AUDIENCE

**12 15 16**

TELEVISION appearances reaching 6,738,500 viewers

PRINT placements reaching 5,551,716 readers

RADIO interviews reaching 4,563,086 listeners

## SOCIAL MEDIA

**42%\***  
OVERALL GROWTH

**214,400**

**70,700**

Star Jones and NAPW Total Followers

\* [For the period May 2013 through February 2014]

**1,104**

LOCAL CHAPTER EVENTS

**7** POWER NETWORKING EVENTS

**3** NATIONAL NETWORKING SUMMITS  
**2,000** ATTENDEES

# GROWTH STRATEGY



- **Expand Subscription Based Service**
  - Expansion Of Licenses Deployed
  - Grow Services Within Existing Licenses
  - Increase Recruiter License Awareness



- **Expand Capacity To Capitalize on Market Opportunities**
  - Accelerate New Job Seeker Consultations
  - 50% Increase In Career Counselors In 2016
  - Leverage Scale To Increase Profitability



- **Grow Membership Base in Key DMAs**
  - Build Sales Team; Employ New Acquisition Strategies
- **Drive Retention**
  - Member Engagement Initiatives (Gamification), Optimize Product Offerings Based on Mkt Research, Targeted Networking Events, Partnerships



- **Build Data Driven Engagement "Ecosystem"**
  - Seamless Digital and F2F Engagement and Interaction, Robust Content, Leveled Learning



# COSMIC FORWARD LIMITED (CFL) OVERVIEW

## CFL Is An Entity Owned By 4 Chinese Investors....

Maoji (Michael) Wang

Zheng Yong Xiong

Song Jing Bo

Kou Nan Nan

## ...Who Are Also Among The Shareholders In GNet Group plc ("GNet") ([gnetgroupplc.com](http://gnetgroupplc.com))

GNet Is An eCommerce company based In China That utilizes An integrated two-way technology platform to combine both online and offline, and connect producers, suppliers, service providers, retailers, brick-and-mortar stores and consumers. Gnet currently serves hundreds of thousands of members through its proprietary e-Mall, Apps and 30,000 terminals and provides channels for its members to enter into both online and offline transactions For a broad range of good and services from a number of suppliers.

**THIS TRANSACTION DOES NOT INVOLVE GNET**





# TRANSACTION DETAILS

- CFL To Purchase 51% Of PDN's Common Stock On A Fully-Diluted Basis
- Signed Stock Purchase Agreement August 12, 2016
- Purchase Price Of \$1.20/Share Represents Nearly 126% Premium Over Closing Price At Time Of Signing (\$0.53/Share On August 12, 2016)
- \$20.5MM Maximum Gross Proceeds; \$17.5MM Maximum Net Proceeds After Self-Tender, Deal Costs <sup>1</sup>
  - PDN Partial Self-Tender For 2.5MM Shares At \$1.20/Share Net To Tendering Holder In Cash, Subject To Any Reduction For Required Withholding Of Taxes
- Private Placement Under Section 4(a)(2) Of The 1933 Act And Rule 506(b)

<sup>1</sup> Assumes no exercise of the co-sale right and full purchase in the Tender Offer. If co sale rights exercised, gross maximum proceeds would be \$16.5MM and net proceeds would be \$13.6MM



# POST-TRANSACTION EXPECTATIONS

- Provides Capital To Execute Strategic Growth Plan
- Expansion Opportunities In China
- Potential Opportunity To Expand Product Offerings in US
- Improved Capital Structure For IPDN



# FOR FURTHER INFORMATION

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Executive Chairman of the Board  
(312) 614-0921

**Chris Wesser**

Executive Vice President & Secretary  
(516) 659-8560

