
**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 (Date of Earliest Event Reported): September 26, 2016

Professional Diversity Network, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of other Jurisdiction of
Incorporation)

001-35824
(Commission File Number)

80-0900177
(IRS Employer Identification Number)

801 W. Adams Street, Sixth Floor, Chicago, Illinois
(Address of Principal Executive Offices)

60607
(Zip Code)

Registrant's telephone number, including area code: **(312) 614-0950**

(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:

- 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 3.03. Material Modification to Rights of Security Holders.

On September 26, 2016, Professional Diversity Network, Inc. (the “**Company**”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “**Certificate of Amendment**”) to its Amended and Restated Certificate of Incorporation in order to effect a one-for-eight reverse stock split (the “**Reverse Stock Split**”) of outstanding and treasury shares of its common stock, par value \$0.01 per share (the “**Common Stock**”), and to proportionately reduce the number of shares of Common Stock the Company is authorized to issue.

As a result of the Reverse Stock split, every eight shares of the Company’s Common Stock will be automatically combined into one issued and outstanding share of the Company’s Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share.

The Reverse Stock Split will take effect at 12:01 a.m., EDT, on September 27, 2016 and the Company’s Common Stock is expected to open for trading on September 27, 2016 on a post-split basis under a new CUSIP number: 74312Y 202. The post-reverse split Common Stock will continue to trade on The NASDAQ Capital Market under the symbol “IPDN.”

The filing of the Certificate of Amendment followed the approval by the Company’s stockholders at the 2016 Annual Meeting of Stockholders of an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of its common stock, at a ratio within the range from 1-for-2 to 1-for-15, such ratio to be subsequently determined by the Company’s Board of Directors, and the subsequent approval by the Company’s Board of Directors of the final 1-for-8 ratio.

Continental Stock Transfer & Trust Company, Inc., the Company’s transfer agent, is acting as the exchange agent for the Reverse Stock Split.

A copy of the Certificate of Amendment is filed as Exhibit 3.1 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 above is incorporated by reference in this Item 5.03.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 26, 2016, the Company held its 2016 Annual Meeting of Stockholders (the “**Annual Meeting**”). At the Annual Meeting, the Company’s stockholders voted on (i) the election of seven director nominees (Proposal 1); (ii) the ratification of the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 (Proposal 2); and (iii) a proposal to authorize the Board of Directors to effect, in its discretion, a reverse stock split of the outstanding and treasury shares of the Company’s common stock at a ratio within the range from 1-for-2 to 1-for-15, to be subsequently determined by the Board of Directors, and to approve a corresponding amendment to the Company’s Amended and Restated Certificate of Incorporation to effect the reverse stock split and to reduce proportionally the number of shares of common stock the Company is authorized to issue (Proposal 3), all as described in more detail in the Company’s 2016 Annual Meeting proxy statement.

Set forth below are the voting results on each matter submitted to the stockholders at the Annual Meeting.

Proposal 1: The Company's stockholders voted to elect the following seven individuals as directors to serve until the next Annual Meeting of Stockholders and until their respective successors are duly elected and qualified.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Katherine Butkevich	8,367,469	0	957,251	2,762,149
Lee Hillman	8,375,944	0	948,776	2,762,149
Star Jones	8,367,469	0	957,251	2,762,149
James Kirsch	9,276,365	0	48,355	2,762,149
Stephen Pemberton	8,897,892	0	426,828	2,762,149
Andrea Sáenz	8,042,746	0	1,281,974	2,762,149
David Schramm	8,375,944	0	948,776	2,762,149

Proposal 2: The Company's stockholders voted to ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
12,046,989	0	39,880

Proposal 3: The Company's stockholders voted to authorize the Board of Directors to effect, in its discretion, a reverse stock split of the outstanding and treasury shares of the Company's common stock at a ratio within the range from 1-for-2 to 1-for-15, to be determined by the Board of Directors, and to approve a corresponding amendment to the Company's Amended and Restated Certificate of Incorporation to effect the reverse stock split and to reduce proportionally the number of shares of common stock the Company is authorized to issue.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
11,648,783	378,025	60,061

Item 7.01. Regulation FD Disclosure.

On September 26, 2016, the Company issued a press release announcing the Reverse Stock Split, a copy of which is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Professional Diversity Network, Inc.
99.1	Press release dated September 26, 2016.

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.

Date: September 26, 2016

**PROFESSIONAL DIVERSITY
NETWORK, INC.**

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Professional Diversity Network, Inc.
99.1	Press release dated September 26, 2016.

CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PROFESSIONAL DIVERSITY NETWORK, INC.

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Professional Diversity Network, Inc., a Delaware Corporation (the "Corporation"), in order to amend its Amended and Restated Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the Corporation is PROFESSIONAL DIVERSITY NETWORK, INC.

SECOND: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Corporation's Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that Paragraph 4.2 of the Amended and Restated Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"4.2 Common Stock. The total number of shares of Common Stock that the Corporation shall have authority to issue is 3,125,000 shares, \$0.01 par value per share. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law or any corresponding provision hereinafter enacted.

Effective as of 12:01 a.m., EDT, on September 27, 2016 (the "Effective Time"), each eight (8) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be combined and changed into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or any holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, plus any additional fraction of a share of Common Stock to round up to the next whole share."

THIRD: That the foregoing amendment was approved by the stockholders of the Corporation at a meeting duly called and held on September 26, 2016 and entitled to vote on the proposal.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That the foregoing amendment shall be effective as of 12:01 a.m., EDT, on September 27, 2016.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this 26th day of September, 2016.

PROFESSIONAL DIVERSITY NETWORK, INC.

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

Professional Diversity Network Announces Reverse Stock Split Effective September 27, 2016

CHICAGO, September 26, 2016 (GLOBE NEWSWIRE) -- Professional Diversity Network, Inc. ("PDN" or "the Company") (NASDAQ:IPDN), a developer and operator of online networks that provide access to employment opportunities for diverse professionals in the United States, announced today that it had filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation to effect a 1-for-8 reverse stock split of its common stock that is expected to become effective at 12:01 a.m. EDT on September 27, 2016 and the Company's common stock is expected to begin trading on a post-split basis at the open of trading on September 27, 2016.

At the Annual Meeting held earlier today, the Company's stockholders approved the proposal authorizing the Board of Directors to implement the reverse stock split at a ratio within the range from 1-for-2 to 1-for-15, and to amend the Company's Amended and Restated Certificate of Incorporation to effect the reverse stock split and to proportionately reduce the number of shares of common stock the Company is authorized to issue. The Board of Directors approved a final 1-for-8 ratio immediately following the Annual Meeting of Stockholders. The reverse stock split was undertaken to raise the per share trading price of the Company's common stock to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on the Nasdaq Capital Market.

The reverse stock split will reduce the number of shares of the Company's outstanding common stock from approximately 14.5 million, to approximately 1.8 million and the number of shares of common stock the Company is authorized to issue will be reduced from 25 million to approximately 3.1 million. Any fractional shares resulting from the reverse stock split will be rounded up to the next whole share. Proportional adjustments will be made to the Company's outstanding stock options and warrants, and the number of shares of common stock authorized for issuance under the Company's 2013 Equity Compensation Plan will be proportionately reduced.

The Company's shares will continue to trade on The Nasdaq Capital Market under the symbol "IPDN" and a new CUSIP number, 74312Y 202, has been assigned to the Company's common stock as a result of the reverse stock split.

Continental Stock Transfer & Trust Company, Inc., the Company's transfer agent, will be acting as the exchange agent in connection with the reverse stock split. Stockholders holding common stock in certificated form will receive instructions from the transfer agent how to surrender the certificates representing the pre-split shares in exchange for the new certificates. Stockholders who hold their shares electronically or in street name are not required to take any action to effect the exchange of their shares.

About Professional Diversity Network (PDN)

Professional Diversity Network, Inc. (PDN) is an Internet software and services company that develops and operates online professional networking communities dedicated to serving diverse professionals in the United States and employers seeking to hire diverse talent. Our subsidiary, National Association of Professional Women (NAPW), is one of the largest, most recognized networking organizations of professional women in the country, spanning more than 200 industries and professions. Through an online platform and our relationship recruitment affinity groups, we provide our employer clients a means to identify and acquire diverse talent and assist them with their efforts to comply with the Equal Employment Opportunity Office of Federal Contract Compliance Program. 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.

Forward-Looking Statements

This press release contains certain forward-looking statements based on our current expectations, forecasts and assumptions. Forward-looking statements can be identified by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will" and "would" or similar words, and include, without limitation, statements regarding the expected post-split trading date of the Company's common stock and whether the reverse stock split will result in the Company regaining compliance with the Nasdaq continued listing requirements. Forward-looking statements involve risks and uncertainties and our actual results may differ materially from those stated or implied in such forward-looking statements. Factors that could contribute to such differences include, but are not limited to: the potential failure by the Company to increase its total market capitalization following the reverse stock split, failure to maintain the increased per-share stock price over the long term, failure to generate investor interest, potential adverse effect of the reduced number of shares outstanding following the reverse stock split on the liquidity of the Company's common stock; and the risk factors disclosed in our Annual Report on Form 10-K filed on March 30, 2016, Quarterly Report on Form 10-Q filed on August 15, 2016 and any subsequent filings made by us with the SEC. We assume no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise. The Form 10-K filed on March 30, 2016 and the Form 10-Q filed on August 15, 2016 together with this press release, are available on our website, www.prodivnet.com. Please click on "Investor Relations."

CONTACT:

Christopher Wesser, EVP & Secretary
516-659-8560
investor@prodivnet.com
