

October 11, 2016

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-3561

Attention: David L. Orlic, Special Counsel

**Re: Professional Diversity Network, Inc.
Schedule TO-I
Filed September 28, 2016
File No. 005-87999**

Dear Mr. Orlic:

On behalf of Professional Diversity Network, Inc. (“**PDN**”), set forth below is PDN’s response to comments received from the staff (the “**Staff**”) of the Securities and Exchange Commission (the “**Commission**”) in its letter dated October 5, 2016 with respect to the above referenced Schedule TO-I of PDN (the “**Schedule TO**”).

For reference purposes, the text of the letter has been reproduced herein with responses below each numbered comment. For your convenience, the reproduced Staff comments from the letter have been italicized.

General

1. *Please clarify disclosure to state that the Share Issuance will close after expiration of the tender offer.*

PDN has filed an amendment to the Schedule TO which discloses that the Share Issuance will close after expiration of the tender offer.

Board Representation Rights, page 28

2. *Disclosure indicates that certain information called for by Rule 14f-1 is provided in the Offer to Purchase. Please confirm that you will transmit to security holders all information called for by that rule not less than 10 days prior to the date any applicable director takes office.*

PDN confirms that it will file with the SEC a Schedule 14F and transmit to security holders all information called for by Rule 14f-1 not less than 10 days prior to the date any applicable director takes office.

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We hope that the foregoing has been responsive to the Staff's comments and look forward to resolving any outstanding issues as quickly as possible. Please direct any questions, comments or requests for further information to me at 954-768-8232 or email at greenl@gtlaw.com.

Very truly yours,

GREENBERG TRAUIG, P.A.

/s/ Laurie L. Green
Laurie L.
Green

cc: David Mecklenburger
Chief Financial Officer

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