

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

**SCHEDULE TO**

(Amendment No. 2)  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
Of the Securities Exchange Act of 1934

**Professional Diversity Network, Inc.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

74312Y202

(CUSIP Number of Class of Securities)

David Mecklenburger  
Chief Financial Officer  
801 W. Adams Street, Suite 600  
Chicago, Illinois 60607  
(312) 614-0950

(Name, address and telephone number of person authorized to receive notices and  
communications on behalf of the filing persons)

with a copy to:  
Kara L. MacCullough, Esq.  
Laurie Green, Esq.  
Greenberg Traurig, P.A.  
401 East Las Olas Boulevard Suite 2000  
Fort Lauderdale, FL 33301  
(954) 765-0500

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$3,000,000	\$302.10

\* Estimated for purposes of calculating the filing fee only. The amount assumes the purchase of 312,500 shares of the outstanding common stock, par value \$0.01 per share, of Professional Diversity Network, Inc. at a price of \$9.60 per share in cash. The number of shares and price per share described in this offer to purchase reflect the effect of a 1-for-8 reverse stock split, which became effective on September 27, 2016.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$100.70 per million dollars of the value of the transaction.

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

Amount Previously Paid: \$302.10  
Form or Registration No.: 5-87999

Filing Party: Professional Diversity Network, Inc.  
Date Filed: September 28, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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This Amendment No. 2 (the “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO (as it may be further amended or supplemented from time to time, the “Schedule TO”) initially filed by Professional Diversity Network, Inc., a Delaware corporation (the “Company”), on September 28, 2016, and amended on October 11, 2016, pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in connection with the Company’s offer to purchase for cash up to 312,500 shares of its common stock, par value \$0.01 per share (the “Shares”), at a price of \$9.60 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated September 28, 2016 (the “Offer to Purchase”), a copy of which is filed as Exhibit (a)(1)(A) to the Schedule TO, and the related Letter of Transmittal, a copy of which is filed as Exhibit (a)(1)(B) to the Schedule TO, which together, as they may be amended or supplemented from time to time, constitute the tender offer.

All information in the Offer to Purchase, including all attachments thereto, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used and not otherwise defined in this Amendment No. 2 shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

**Items 1, 4 and 11. *Summary Term Sheet; Terms of the Transaction; Additional Information.***

Items 1, 4, and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

“On October 27, 2016, the Company announced an extension of the expiration of the Tender Offer until 10:00 a.m., New York City time, on November 7, 2016, unless further extended or terminated. The Tender Offer, which was previously scheduled to expire at 10:00 a.m., New York City time, on October 27, 2016, was extended to allow additional time for receipt of CFIUS approval with respect to the Share Issuance, which is a condition to the Tender Offer.

The Depositary has advised the Company that as of 10:00 a.m., New York City time, on October 27, 2016, approximately 1,023,818 shares have been validly tendered and not withdrawn pursuant to the Tender Offer, representing approximately 56.41% of the outstanding shares. The press release announcing the extension of the Tender Offer is attached hereto as Exhibit (a)(5)(B).”

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## SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFESSIONAL DIVERSITY NETWORK, INC.

By: /s/ David Mecklenburger

Name: David Mecklenburger

Title: Chief Financial Officer

Date: October 27, 2016

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated September 28, 2016.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Summary Advertisement published on September 28, 2016.*
(a)(5)(A)	Press Release issued by the Company on September 28, 2016.*
(a)(5)(B)	Press Release issued by the Company on October 27, 2016.
(d)(1)	Stock Purchase Agreement, dated August 12, 2016, by and between the Company and Cosmic Forward Limited (incorporated by reference to Exhibit 2.1 of the Company's Form 8-K filed August 15, 2016).
(d)(2)	Professional Diversity Network, Inc. 2013 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.15 of Amendment No. 12 to the registrant's Registration Statement on Form S-1 (No. 333-181594) filed with the SEC on February 28, 2013).
(d)(3)	Restricted Stock Agreement, dated September 24, 2014, between the Company and Christopher Wesser (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed December 30, 2014).
(d)(4)	Restricted Stock Agreement, dated September 24, 2014, between the Company and Star Jones (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed December 30, 2014).
(d)(5)	Registration Rights and Lock-Up Agreement among the Company, Matthew B. Proman, Star Jones and Christopher Wesser, dated as of September 24, 2014 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 26, 2014).
(d)(6)	Confidential Separation Agreement and Mutual Release of All Claims, dated as of July 16, 2015, between the Company and Matthew B. Proman (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q filed with the SEC on November 16, 2015).

\* Previously filed

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**Professional Diversity Network Extends Self-Tender Offer  
Until November 7, 2016**

CHICAGO, October 27, 2016 – Professional Diversity Network, Inc. (“PDN” or “the Company”) (NASDAQ:IPDN), a developer and operator of online networks that provide networking and access to employment opportunities for women and other diverse professionals in the United States, announced today that it is extending the expiration date of its self-tender offer for up to 312,500 shares of its common stock until 10:00 a.m., New York City time, on November 7, 2016, unless further extended or terminated. Except for the extension of the tender offer, all other terms and conditions of the tender offer remain unchanged.

Continental Stock Transfer & Trust Company, Inc., the depository for the tender offer has advised that as of 10:00 a.m., New York City time, on October 27, 2016, approximately 1,023,818 shares of common stock have been validly tendered and not withdrawn pursuant to the tender offer, representing approximately 56.41% of the outstanding shares.

PDN is extending the expiration date of the tender offer because the condition relating to receipt of approval from the Committee on Foreign Investment in the United States (CFIUS) with respect to the proposed issuance of 51% of PDN’s outstanding common stock on a fully diluted basis to Cosmic Forward Limited has not yet been satisfied as of the previously scheduled expiration date of the tender offer.

**About Professional Diversity Network, Inc.**

The Professional Diversity Network platform provides employers that value diversity with access to diverse talent to meet their hiring needs. Professional Diversity Network owns and operates professional networking communities including: [www.iHispano.com](http://www.iHispano.com) for Hispanic professionals, [www.BlackCareerNetwork.com](http://www.BlackCareerNetwork.com) for African-American professionals, [www.WomensCareerChannel.com](http://www.WomensCareerChannel.com) for professional women, [www.Military2Career.com](http://www.Military2Career.com) for Veterans, <http://www.ProAble.net> for professionals with disabilities, [www.OutProNet.com](http://www.OutProNet.com) for professionals in the LGBT community, and [www.AsianCareerNetwork.com](http://www.AsianCareerNetwork.com) for Asian-American professionals. In addition, the Company operates the National Association of Professional Women, at [www.napw.com](http://www.napw.com), the country’s largest networking organization dedicated to professional women. For more information, visit: [www.prodivnet.com](http://www.prodivnet.com).

**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 shares to be issued to Cosmic Forward Limited.. 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 ability to meet the closing conditions, including CFIUS approval, to the completion of the sale of shares to Cosmic Forward Limited and the risk factors disclosed in our Annual Report on Form 10-K filed on March 30, 2016, as amended, 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, as amended, and the Form 10-Q filed on August 15, 2016 together with this press release, are available on our website, [www.prodivnet.com](http://www.prodivnet.com). Please click on "Investor Relations."*

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**Additional Information and Where to Find It**

The tender offer is being made only through the offer to purchase and related materials, which PDN has filed with the SEC and disseminated to stockholders. **Stockholders are urged to read these materials (including any amendments or supplements thereto) because they contain important information.**

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 tender offer materials 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 PDN's corporate website at [www.prodivnet.com](http://www.prodivnet.com). Tender offer materials can also be obtained free of charge from Continental Stock Transfer & Trust, the Depository for the tender offer, by telephone at (917) 262-2378, or by mail to Continental Stock Transfer & Trust Company, Inc., 17 Battery Place, 8<sup>th</sup> Floor, New York, NY 10004.

CONTACTS:

PDN  
Christopher Wesser, EVP & Secretary  
(516) 659-8560  
[investor@prodivnet.com](mailto:investor@prodivnet.com)

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