

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

**SCHEDULE TO**

(Amendment No. 3)  
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. 3 (the “Amendment No. 3”) 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 and on October 27, 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. 3, 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. 3 shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

**Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

“The Tender Offer expired at 10:00 a.m., New York City time, on November 7, 2016. On November 8, 2016, the Company issued a press release announcing the final results of the Tender Offer, a copy of which is filed as Exhibit (a)(5)(C) to the Schedule TO and is incorporated herein by reference.”

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<b>Exhibit Number</b>	<b>Description</b>
(a)(5)(C)	Press Release issued by the Company on November 8, 2016.

**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: November 8, 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.*
(a)(5)(C)	Press Release issued by the Company on November 8, 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 Announces Closing of Transaction  
With Cosmic Forward Limited and Results of Self-Tender Offer**

CHICAGO, November 8, 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 has successfully closed its transaction with Cosmic Forward Limited (“CFL”) and announced the results of its self-tender offer.

**Cosmic Forward Limited Transaction Closes**

On November 7, 2016, the Company issued 1,777,417 shares of common stock to CFL for \$9.60 per share pursuant to its previously announced stock purchase agreement with CFL. Upon completion of the share issuance, the self-tender offer (discussed below) and the other transactions contemplated by the stock purchase agreement, CFL beneficially owns 51% of PDN’s outstanding shares of common stock, on a fully-diluted basis. The transaction yielded gross proceeds of \$17.1 million before expenses and repayment of outstanding debt.

James Kirsch, the Company’s Executive Chairman, explained that “this transaction presented a unique, multi-faceted opportunity. Not only have we gained valuable new partners who we believe will help us expand our businesses internationally, but we are able to re-capitalize the Company at a time when we believe we can quickly capitalize on the opportunities in our markets. This is a win-win for the Company, its stockholders and our new partners at CFL.”

The Company’s Chief Executive Officer, Katherine Butkevich, lauded the transaction. “With our new partners and the capital they provide we believe we are well positioned to take advantage of the opportunities in our markets and continue the expansion and value - creation efforts within our women’s professional networking and diversity job board businesses.” Ms. Butkevich continued, “We believe the capital that this transaction provides, combined with the talents and tireless dedication of our management team, creates a remarkable opportunity to drive shareholder value through the creation of the premier professional women’s networking and career advancement organization”.

Star Jones, the Company’s President, who will be working with the CFL team to expand the Company’s offerings into China, agreed, noting, “I am extremely proud that our partnership with CFL allows Professional Diversity Network to capture a new audience and grow exponentially by taking women's empowerment, diversity recruiting, skills training and innovative technology global.”

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## **Results of Self-Tender Offer**

The Company's previously-announced self-tender offer to repurchase up to 312,500 shares of its common stock expired at 10:00 a.m., New York City time, on November 7, 2016. Based on the final count by Continental Stock Transfer & Trust Company, Inc., the depositary for the tender offer, a total of 1,103,966 shares of common stock have been validly tendered and not withdrawn pursuant to the tender offer, representing approximately 51.14% of outstanding shares as of the expiration of the tender offer, therefore the tender offer was oversubscribed. Because the tender offer was oversubscribed, the Company accepted only a portion of the shares of its common stock that were properly tendered and not properly withdrawn, on a pro rata basis in proportion to the number of shares tendered. The proration factor of 28.31% was applied to all shares of PDN common stock that were properly tendered and not properly withdrawn to determine the number of such shares that have been accepted for purchase from each tendering stockholder.

After applying the proration factor and adjusting for fractional shares in accordance with the terms of the tender offer, the Company has accepted 312,500 shares of its common stock at a purchase price of \$9.60 per share, net to the seller in cash, less any applicable withholding taxes and without interest, for an aggregate purchase price of approximately \$3.0 million. The Company will promptly pay for the shares accepted for purchase and promptly return all shares tendered but not accepted for purchase.

## **About Professional Diversity Network, Inc.**

Professional Diversity Network, Inc. (PDN) is an Internet software and services company that develops and operates online professional networking communities dedicated to serving women and other diverse professionals in the United States and employers seeking to hire diverse talent. Our subsidiary, National Association of Professional Women (NAPW), is a networking organization of professional women 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.

## **About Cosmic Forward Limited**

Cosmic Forward Limited is a Seychelles private company wholly-owned by Maoji (Michael) Wang, Jingbo Song, Yong Xiong Zheng and Nan Nan Kou.

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**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 future international expansion and growth of PDN’s business and its ability to take advantage of the opportunities in its markets. 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, potential insufficiency of the proceeds from the share issuance to implement our productivity improvement initiatives, our potential failure to realize synergies and other benefits from the transaction with CFL and the risk factors disclosed in our Annual Report on Form 10-K filed on March 30, 2016, as amended 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, together with this press release, are available on our website, [www.prodivnet.com](http://www.prodivnet.com). Please click on “Investor Relations.”*

CONTACTS:

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