

801 W. Adams Street

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours per response: 4.0

| | washington, D.C. | per response: 4.0 |
|---|----------------------------|-----------------------------------|
| 1. Issuer's Identity | | |
| CIK (Filer ID Number) | Previous Name(s) No | one Entity Type |
| 0001546296 | Professional Diversity | |
| Name of Issuer | Network, LLC | Corporation |
| Professional Diversity Network | $\overline{}$ | C Limited Partnership |
| Inc. | | C Limited Liability Company |
| Jurisdiction of Incorporation/Organization | | General Partnership |
| DELAWARE | | C Business Trust |
| Year of Incorporation/Organi | zation | C Other |
| O Over Five Years Ago | | |
| Within Last Five Years | 2012 | |
| (Specify Year) O Yet to Be Formed | | |
| | | |
| | | |
| | | |
| 2. Principal Place of | Business and Conta | ct Information |
| Name of Issuer | | |
| Professional Diversity Network | , Inc. | |
| Street Address 1 | Street Ac | ddress 2 |
| 801 W. ADAMS STREET | SUITE | 600 |
| City | State/Province/Country ZII | P/Postal Code Phone No. of Issuer |
| CHICAGO | ILLINOIS 6 | 0607 312-614-0950 |
| | | |
| | | |
| | | |
| | | |
| 3. Related Persons | | |
| Last Name | First Name | Middle Name |
| Butkevich | Katherine | |
| Street Address 1 | Street Ac | ddress 2 |
| 801 W. Adams Street | Suite 60 | 00 |
| City | State/Province/Country | ZIP/Postal Code |
| Chicago | ILLINOIS | 60607 |
| _ | | |
| Relationship: E | xecutive Officer Direc | etor Promoter |
| Clarification of Response (if Neco | essary) | 1 |
| Chief Executive Officer | | |
| L. | | |
| | | |
| Last Name | First Name | Middle Name |
| Mecklenburger | David | |
| Street Address 1 | Street A | ddyses 2 |

Suite 600

| City | | | State/Provinc | e/Coun | try | ZIP/Post | al Code | |
|-------------------------------|----------|-----------|----------------|--------|------------------|----------|------------|------|
| Chicago | | ILLINOIS | | 60607 | | | | |
| | | | | | | | | |
| Relationship: | V | Executi | ive Officer | Г | Director | | Promoter | |
| | | | | - | | | * | |
| Clarification of Respons | | Vecessary | ") | | | | | |
| Chief Financial Officer | • | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Last Name | | | First Name | | | Middle N | lame | |
| Kirsch | | | James | | | | | |
| Street Address 1 | | | | | Street Address 2 | <u> </u> | | |
| 801 W. Adams Stree | of. | | | ī i | Suite 600 | | | |
| | | | S4-4-/D | | | 7ID/D4 | -1.C1- | |
| City | | | State/Provinc | e/Coun | try | ZIP/Post | al Code | |
| Chicago | | | ILLINOIS | | | 60607 | | |
| | | | | | | 1 | | |
| Relationship: | V | Executi | ive Officer | V | Director | | Promoter | |
| Clarification of Respons | se (if N | | 7) | | | | | |
| Co-Chairman of the Bo | | | | | | | | |
| Co Chan man of the Bo | | Directo | 10 | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Last Name | | | First Name | | | Middle N | lame | |
| Jones | | | Star | | | | | |
| Street Address 1 | | | | | Street Address 2 | 2 | | |
| 801 W. Adams Stree | et | | |] | Suite 600 | | | |
| City | | | State/Provinc | e/Coun | try | ZIP/Post | al Code | |
| Chicago | | | ILLINOIS | | | 60607 | | |
| | | | | | | | | |
| Relationship: | V | Executi | ive Officer | V | Director | | Promoter | |
| | A.C. | | | (A.S.) | | | 1101110101 | |
| Clarification of Respons | se (if N | Vecessary | ") | | | | | |
| President | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Last Name | | | First Name | | | Middle N | lame | |
| Wesser | | | Christopher | | | \neg | | |
| Street Address 1 | | | | | Street Address 2 | <u> </u> | | |
| | .4 | | | 1 | Suite 600 | | | |
| 801 W. Adams Stree | et | | | | | | | |
| City | | | State/Provinc | e/Coun | try | ZIP/Post | al Code | |
| Chicago | | | ILLINOIS | | | 60607 | | |
| | | | | | | | | |
| Relationship: | V | Executi | ive Officer | П | Director | | Promoter | |
| Cl:6/- 65 | | T | | | | | | |
| Clarification of Respons | | | - | | | | | |
| Executive Vice Preside | nt, Ge | neral Co | unsel and Seci | retary | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Last Name | | | First Name | | | Middle N | lame | |
| Hillman | | | Lee | | | | | |
| Street Address 1 | | | | | Street Address 2 | | | |
| | .4 | | | n ' | | | | |
| 801 W. Adams Stree | et | | | 11 | Suite 600 | | | ll l |

| City | | State/Province | /Country | ZIP/Postal Code | |
|------------------------|-------------------|---------------------------------------|-------------------|-----------------|-----|
| Chicago | | ILLINOIS | ILLINOIS | | |
| | | | | | |
| Relationship: | Execu | tive Officer | □ Director □ | Promo | ter |
| Cl. :c: cD | /*CNI | ` | | | |
| Clarification of Respo | onse (if Necessai | ry) | | | |
| | | | | | |
| | | | | | |
| Last Name | | First Name | | Middle Name | |
| Huang | | Xiaojing | | | |
| Street Address 1 | | | Street Addre | ess 2 | |
| 801 W. Adams Str | eet | | Suite 600 | | |
| City | | State/Province | /Country | ZIP/Postal Code | - |
| Chicago | | ILLINOIS | | 60607 | |
| | | | | | |
| Relationship: | Execu | ıtive Officer | ▼ Director | · Promo | ter |
| - Tomoromonia | 1 2.000 | | Director | 110000 | |
| Clarification of Respo | onse (if Necessar | ry) | | | |
| | | | | | |
| | | | | | |
| Last Name | | First Name | | Middle Name | |
| Liu | | Xianfang | | | |
| Street Address 1 | | <u> </u> | Street Addre | ess 2 | |
| 801 W. Adams Str | reet | | Suite 600 | | |
| City | | State/Province | | ZIP/Postal Code | |
| | | 11 | Country | | |
| Chicago | | ILLINOIS | | 60607 | |
| Г | Table 1 | | 1 | | |
| Relationship: | Execu | tive Officer | Director | Promo | ter |
| Clarification of Respo | onse (if Necessaı | ry) | | | |
| | | | | | |
| | | | | | |
| Last Name | | First Name | | Middle Name | |
| Schramm | | David | | | |
| Street Address 1 | | David | Street Addre | | |
| | | | | 888 2 | |
| 801 W. Adams Str | reet | | Suite 600 | | |
| City | | State/Province | /Country | ZIP/Postal Code | |
| Chicago | | ILLINOIS | | 60607 | |
| | | | | | |
| Relationship: | Execu | tive Officer | ☑ Director | Promo | ter |
| Clauification of Dogno | man (if Nanagan | *** | | | |
| Clarification of Respo | onse (ii Necessai | ry) | | | |
| | | | | | |
| | | | | | |
| Last Name | | First Name | | Middle Name | |
| Song | | Jingbo | | | |
| Street Address 1 | | · · · · · · · · · · · · · · · · · · · | Street Addre | ess 2 | |
| 801 W. Adams Str | eet | | Suite 600 | | |
| City | | | | ZID/Dt-l Cl- | |
| | | State/Province | /Country | ZIP/Postal Code | |
| | | State/Province ILLINOIS | /Country | 60607 | |
| Chicago | | -11 | /Country | | |
| - | | -11 | Country Director | 60607 | 400 |

ILLINOIS

Executive Officer

4. Industry Group **Health Care** C Retailing Agriculture C Biotechnology **Banking & Financial Services** Restaurants **Health Insurance** C Commercial Banking Hospitals & Physicians Technology C Insurance Pharmaceuticals • Computers C Investing Other Health Care C Telecommunications C Investment Banking Other Technology C Pooled Investment Fund Travel Other Banking & Financial C Services C Airlines & Airports Manufacturing Real Estate C Lodging & Conventions C Business Services C Commercial C Tourism & Travel Services Energy Construction Coal Mining Other Travel **REITS & Finance** C Electric Utilities O Other Residential C Energy Conservation C Environmental Services Other Real Estate Oil & Gas C Other Energy

5. Issuer Size

Chicago

Relationship:

Clarification of Response (if Necessary)

60607

Director

Promoter

| C \$1,000,001 - \$5,000,000 C \$5,000,001 - \$25,000,000 C \$5,000,001 - \$25,000,000 C \$25,000,001 - \$50,000,000 © \$25,000,001 - \$100,000,000 C \$50,000,001 - \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose Decline to Disclose | 0 | No Revenues | 0 | No Aggregate Net Asset Value |
|--|--|--|--|------------------------------|
| C \$5,000,001 - \$25,000,000 C \$25,000,000 C \$25,000,001 - \$100,000,000 C \$25,000,000 C \$25,000 C \$25,0 | 0 | \$1 - \$1,000,000 | C | \$1 - \$5,000,000 |
| C \$5,000,001 - \$25,000,000 C \$25,000,000 C \$25,000,001 - \$100,000,000 C \$25,000,001 - \$100,000,000 C \$25,000,000 C \$25,000,000,000 C \$25,000,000 C \$25,000 | 0 | \$1,000,001 - \$5,000,000 | 0 | \$5,000,001 - \$25,000,000 |
| C Over \$100,000,000 C Decline to Disclose C Not Applicable 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule \$04(b)(1) (ant (i), (ii) | O | \$5,000,001 - \$25,000,000 | 0 | \$25,000,001 - \$50,000,000 |
| C Over \$100,000,000 C Decline to Disclose C Not Applicable 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule \$940b(1) (not (i), (ii) | • | \$25,000,001 - \$100,000,000 | 0 | \$50,000,001 - \$100,000,000 |
| C Decline to Disclose C Not Applicable C Not Applicable C Not Applicable 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rate \$0.0(b)(1) (not (i), (ii) | 0 | | 0 | Over \$100,000,000 |
| 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule 504(b)(1) (not (i), (ii) | 0 | | 0 | Decline to Disclose |
| 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply) Rule 504(b)(1) (not (i), (ii) | 0 | Not Applicable | 0 | Not Applicable |
| Rule 504 (b)(1) (not (i), (ii) | | ** | | •• |
| Rule 504 (b)(1) (not (i), (ii) | 0 1 | - 1 1 - " / | \ | |
| Rule 504(b)(1) (not (i), (ii) | | | s) and Exclusion(| s) Claimed (select all that |
| Rule 504 (b)(1)(ii) | app | | | |
| Rule 504 (b)(1)(iii) | | | Rule 505 | |
| Rule 504 (b)(1)(ii) | П | Rule 504 (b)(1)(i) | Rule 506(b) | |
| Rule 504 (b)(1)(iii) | П | Rule 504 (b)(1)(ii) | | |
| 7. Type of Filing New Notice Date of First Sale 2016-11-07 First Sale Yet to Occur Amendment 8. Duration of Offering Does the Issuer intend this offering to last more than one year? Yes No 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund Interests Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination C Yes No Clarification of Response (if Necessary) | 30.32 | Rule 504 (b)(1)(iii) | | often 4(a)(5) |
| 7. Type of Filing New Notice Date of First Sale 2016-11-07 First Sale Yet to Occur Amendment 8. Duration of Offering Does the Issuer intend this offering to last more than one year? Yes No 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund Interests Debt Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe) 10. Business Combination Transaction Is this offering being made in connection with a business combination C Yes No Clarification of Response (if Necessary) | ************************************** | The control of the co | | |
| New Notice Date of First Sale 2016-11-07 | | | Investment Com | pany Act Section 3(c) |
| New Notice Date of First Sale 2016-11-07 | | | | |
| New Notice Date of First Sale 2016-11-07 | | | | |
| Amendment 8. Duration of Offering Does the Issuer intend this offering to last more than one year? 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | 7. ¯ | Type of Filing | | |
| 8. Duration of Offering Does the Issuer intend this offering to last more than one year? 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Minimum investment accepted from any outside | | New Notice Date of First Sa | le 2016-11-07 | First Sale Yet to Occur |
| 8. Duration of Offering Does the Issuer intend this offering to last more than one year? 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund Interests Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination or exchange offer? Clarification of Response (if Necessary) | | A mandmant | <u>, </u> | = |
| 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | 1 | Amendment | | |
| 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | | | | |
| 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | | | | |
| 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | 8. [| Duration of Offering | | |
| 9. Type(s) of Securities Offered (select all that apply) Pooled Investment Fund | | | and many than any years? | C von C No |
| Pooled Investment Fund Interests Equity Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Source Minimum investment accepted from any outside Source ISDA LISDA | Does | the issuer intend this offering to i | ast more than one year? | 168 |
| Pooled Investment Fund Interests Equity Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Source Minimum investment accepted from any outside Source ISD | | | | |
| Pooled Investment Fund Interests Equity Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Source Minimum investment accepted from any outside Source ISDA LISDA | 9 | Type(s) of Securities | Offered (select | all that apply) |
| Tenant-in-Common Securities Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Solution of Response (ISD) LISD | | Pooled Investment Fund | | |
| Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Solution of the Right to Acquire Right to Acquire Another Security Other (describe) Other (describe) I Susiness Combination Transaction Yes No | 10.00 | nterests | | |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside | | | N | her Right to |
| Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside Other (describe) Yes No Tansaction Yes No USD | | | | |
| 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside | minute. | | Other (describe) | |
| Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside | (| Other Right to Acquire Security | | |
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| Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside | | | | |
| Transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside s | 10. | Business Combinat | ion Transaction | |
| Clarification of Response (if Necessary) 11. Minimum Investment Minimum investment accepted from any outside s | | | | ion C Yes O No |
| 11. Minimum Investment Minimum investment accepted from any outside s tusp | | | | |
| Minimum investment accepted from any outside | | | , | |
| Minimum investment accepted from any outside \$ 0 USD | | | | |
| Minimum investment accepted from any outside | | | | |
| 5 10 | 11. | Minimum Investmen | nt | |
| | | _ | ny outside \$ 0 | USD |
| | | | | |

| Recipient | Recipient CRD Number | None |
|--|--|--|
| Aegis Capital Corp. | 15007 | 1 1010 |
| | (Associated) Broker or Deale | r CRD |
| (Associated) Broker or Dealer | None Number | None |
| | | |
| Street Address 1 | Street Address 2 | |
| 810 7TH AVENUE 18TH FLOOR | | |
| City | State/Province/Country | ZIP/Postal Code |
| NEW YORK | NEW YORK | 10019 |
| State(s) of Solicitation | Foreign/Non-US | |
| | | |
| | | _ |
| | | |
| 13. Offering and Sales Am | nounts | |
| 10. Onemig and Gales 7 and | ioditto | |
| Total Offering Amount \$ 17063203 | USD Indefinite | |
| Fotal Amount Sold \$\frac{17063203}{} | USD | |
| Fotal Damaining to be | | |
| old \$ 0 | USD Indefinite | |
| Clarification of Response (if Necessary) | | |
| | | |
| | | |
| 14. Investors | | |
| | | |
| Salact if sacurities in the offering b | ave been or may be sold to persons who | |
| do not qualify as accredited investo | ors, | |
| | vestors who already have invested in the | |
| offering | | |
| | the offering have been or may be sold to | 1 |
| Regardless of whether securities in persons who do not qualify as accre | edited investors, enter the total number | 1 |
| Regardless of whether securities in | redited investors, enter the total number | 1 |
| Regardless of whether securities in persons who do not qualify as accru of investors who already have inves | redited investors, enter the total number ested in the offering: | 1 |
| Regardless of whether securities in persons who do not qualify as accru of investors who already have inves | redited investors, enter the total number ested in the offering: | 1 |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors. 15. Sales Commissions & | redited investors, enter the total number ested in the offering: | |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors who already have investors. 15. Sales Commissions & | Finders' Fees Expenses umissions and finders' fees expenses, if any. If | |
| Regardless of whether securities in persons who do not qualify as accredit of investors who already have investors who already have investors. 15. Sales Commissions & Provide separately the amounts of sales compared the expenditure is not known, provide an estima | Finders' Fees Expenses umissions and finders' fees expenses, if any. If | |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors who already have investors. 15. Sales Commissions & Provide separately the amounts of sales company and the separately | Finders' Fees Expenses amissions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a section of the securities of the securities and the securities are securities as a securities and the securities are securities as a sec | Finders' Fees Expenses missions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an Estimate |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a section of the securities of the securities and the securities are securities as a | Finders' Fees Expenses missions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an Estimate |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a section of the securities of the securities and the securities are securities as a securities and the securities are securities as a sec | Finders' Fees Expenses missions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an Estimate |
| Regardless of whether securities in persons who do not qualify as accreditive of investors who already have investors as a section of sales commissions and sales Commissions are stimal productions. The sales Commissions are sales Commissions are sales Commissions are sales Commissions. The sales Commissions are sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions are sales commissions. The sales commissions are sales commissions are sales commissions are sales commissions. | Finders' Fees Expenses missions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an Estimate |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a security of the securities of the securities and the securities of the securities and the securities are securities in the securities of the securities are securities as a securities of the securities are securities in the securities in persons who do not qualify as accreof the securities in the securities in persons who do not qualify as accreof the securities in the securities | Finders' Fees Expenses missions and finders' fees expenses, if any. If ate and check the box next to the amount. | the amount of an Estimate |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a comparable of the separately the amounts of sales comparable of the separately the amounts of the separately the separately the sales of the separately the sep | Finders' Fees Expenses In the offering: Finders' Fees Expenses In the and check the box next to the amount. I the offering that has been or is proposed to be set to the another to the amount. | the amount of an Estimate Estimate oe used for payments to |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a comparable of the separately the amounts of sales comparable of the separately the amounts of the separately the separately the sales of the separately the sep | Finders' Fees Expenses In the offering: Finders' Fees Expenses In the inders' fees expenses, if any. If ate and check the box next to the amount. USD USD USD If the offering that has been or is proposed to be executive officers, directors or promoters in a state of the interest | the amount of an Estimate Estimate oe used for payments to |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a comparison of sales compared turn is not known, provide an estimate sales Commissions and Finders' Fees are considered to be named as a comparison of the persons required to be named as a comparison of the person of t | Finders' Fees Expenses In the offering: Finders' Fees Expenses In the inders' fees expenses, if any. If ate and check the box next to the amount. USD USD USD If the offering that has been or is proposed to be executive officers, directors or promoters in a state of the interest | the amount of an Estimate Estimate oe used for payments to |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a comparison of sales compared ture is not known, provide an estimation of Response (if Necessary) 16. Use of Proceeds Provide the amount of the gross proceeds of any of the persons required to be named as a first the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the amount is unknown, provide an estimation of the gross proceeds of the gross proceeds of the amount is unknown. | Finders' Fees Expenses In the offering: Finders' Fees Expenses In the intermitial inter | Estimate Estimate Estimate oe used for payments to response to Item 3 above. |
| Regardless of whether securities in persons who do not qualify as accreof investors who already have investors as a comparison of sales compared turn is not known, provide an estimate sales Commissions and Finders' Fees are considered to be named as a comparison of the persons required to be named as a comparison of the person of the p | Finders' Fees Expenses In the offering: Finders' Fees Expenses In the intermitial inter | Estimate Estimate Estimate oe used for payments to response to Item 3 above. |

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not
 disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule
 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date | |
|--|---------------------------|----------------|----------------------------------|------------|--|
| Professional Diversity Network, Inc. | /s/ Christopher Wesser | 1 . | General Counsel and Secretary | 2016-11-15 | |