FORM D

Notice of Exempt Offering of Securities

• Yet to Be Formed

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

1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s) 🔲 None	Entity Type
0001546296	Professional Diversity Network, LLC	Corporation
Name of Issuer		C Limited Partnership
Professional Diversity Network, Inc.		C Limited Liability Company
Jurisdiction of Incorporation/Organization	_	C General Partnership
DELAWARE	1	C Business Trust
Year of Incorporation/Organizat	ion	C Other
• Over Five Years Ago		
• Within Last Five Years (Specify Year)	2012	

2. Principal Place of Business and Contact Information						
Name of Issuer						
Professional Diversity Network,	Inc.					
Street Address 1		Street Address 2				
801 W. ADAMS STREET		SUITE 600				
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer			
CHICAGO	ILLINOIS	60607	312-614-0950			

3. Related Persons

Last Name	First Name		Middle Name
Last Name	First Name		
Wang	Maoji (Michae	el)	
Street Address 1		Street Address 2	2
801 W. Adams Street		Suite 600	
City	State/Province/	Country	ZIP/Postal Code
Chicago	ILLINOIS		60607
Relationship: Exe	ecutive Officer	Director	Promoter
Clarification of Response (if Necess	sary)		
Chief Executive Officer			
Last Name	First Name		Middle Name
He	Xin		
Street Address 1		Street Address 2	2
801 W. Adams Street		Suite 600	
<u> </u>		<u> </u>	

ity State/Province			e/Coun	try	Z	IP/Postal Code	
Chicago		ILLINOIS				60607	
Relationship:	Execut	tive Officer		Director		Promoter	
Clarification of Response	e (if Necessar	y)					
Interim Chief Financial	Officer						
Last Name		First Name			N	fiddle Name	
Jones		Star			٦		
Street Address 1			S	Street Address 2	2		
801 W. Adams Street	t		1 [Suite 600			
City		State/Province	e/Coun	try	Z	IP/Postal Code	
Chicago		ILLINOIS			76	60607	
Relationship:	Execut	ive Officer	v	Director		Promoter	
			(Perest)				
Clarification of Response	e (if Necessar	y)					
President							
Last Name		First Name			N	fiddle Name	
Wesser		Christopher					
Street Address 1			א ה ה	Street Address 2			
801 W. Adams Street	t			Suite 600			
City		State/Province	e/Coun	try	Z	IP/Postal Code	
Chicago		ILLINOIS				60607	
	1						1
Relationship:	Execut	ive Officer		Director		Promoter	
Clarification of Response	e (if Necessar	y)					
Executive Vice Presiden	it, General Co	ounsel and Secr	etary				
Last Name		First Name			N	fiddle Name	
Kirsch		James			٦		
Street Address 1			5	Street Address 2	 ?		
801 W. Adams Street	t		1 1	Suite 600			
City		State/Province	L L	trv	7	IP/Postal Code	
Chicago		ILLINOIS				60607	
Relationship:	E Execut	ive Officer	17	Director		Promoter	
ixerationship:	Execut	ave Officer	M	Director		riomoter	
Clarification of Response							
Co-Chairman of the Bo	ard of Direct	ors					
Last Name		First Name			N	fiddle Name	
Song		Jingbo					
Street Address 1			5	Street Address 2	2		
801 W. Adams Street	t			Suite 600			
							-

City			Country	ZIP/Pos			
Chicago		ILLINOIS		60607			
							I
Relationship:	Executiv	ve Officer	Director		Promoter		
Clarification of Resp	onse (if Necessarv)						•
Co-Chairman of the							7
							1
Last Name	1	First Name		Middle	Name		
Hillman		Lee		1			
Street Address 1			Street Address 2				
801 W. Adams St	reet		Suite 600				
City		State/Province/	1	ZIP/Pos	tal Code		
Chicago		ILLINOIS		60607			
				<u> </u>			l
Relationship:	Executiv	ve Officer	Director		Promoter		
			(Personal)				
Clarification of Resp	onse (if Necessary)						
Last Name		First Name		Middle I	Name		
Huang		Xiaojing					
Street Address 1		1	Street Address 2			1	
			Suite 600				
801 W. Adams St			<u> </u>				
City		State/Province/	Country		tal Code		
		State/Province/	Country	ZIP/Pos	tal Code		
City Chicago		ILLINOIS					
City Chicago		ILLINOIS	Country		tal Code		
Chicago Relationship:	Executiv	ILLINOIS ve Officer					
Chicago Relationship:	Executiv	ILLINOIS ve Officer					
Chicago Relationship:	Executiv	ILLINOIS ve Officer					
City Chicago Relationship: Clarification of Resp	Executiv	ILLINOIS ve Officer			Promoter		
City Chicago Relationship: Clarification of Resp Last Name	Executiv onse (if Necessary)	ILLINOIS ve Officer		60607	Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu	Executiv onse (if Necessary)	ILLINOIS /e Officer First Name		60607	Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu	Executiv onse (if Necessary)	ILLINOIS /e Officer First Name	Director	60607	Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St	Executiv onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang	Director Street Address 2 Suite 600	Middle	Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City	Executiv onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/	Director Street Address 2 Suite 600	Middle 1	Promoter Name		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St	Executiv onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang	Director Street Address 2 Suite 600	Middle	Promoter Name		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago	Executiv onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS	Street Address 2 Suite 600 Country	Middle 1	Promoter Name tal Code		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship:	reet	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Director Street Address 2 Suite 600	Middle 1	Promoter Name tal Code		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship:	reet	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Street Address 2 Suite 600 Country	Middle 1	Promoter Name tal Code		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship:	reet	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Street Address 2 Suite 600 Country	Middle 1	Promoter Name tal Code		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship:	reet	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Street Address 2 Suite 600 Country	Middle 1	Promoter Name tal Code		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp	Second state of the second	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Street Address 2 Suite 600 Country	Middle 1	Promoter Name tal Code Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp Last Name	Security Conse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer	Street Address 2 Suite 600 Country	[] 60607 Middle]] 2IP/Pos	Promoter Name tal Code Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp Last Name Schramm	Security Conse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer First Name	Street Address 2 Suite 600 Country	[] 60607 Middle]] 2IP/Pos	Promoter Name tal Code Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp Last Name Schramm	secutiv onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer First Name	Street Address 2 Suite 600 Country Director	[] 60607 Middle]] 2IP/Pos	Promoter Name tal Code Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp Last Name Schramm Street Address 1	security onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer First Name	Street Address 2 Suite 600 Country Director Street Address 2 Suite 600	[] 60607 Middle] ZIP/Pos] 60607	Promoter Name tal Code Promoter		
City Chicago Relationship: Clarification of Resp Last Name Liu Street Address 1 801 W. Adams St City Chicago Relationship: Clarification of Resp Last Name Schramm Street Address 1 801 W. Adams St	security onse (if Necessary)	ILLINOIS //e Officer First Name Xianfang State/Province/ ILLINOIS //e Officer First Name David	Street Address 2 Suite 600 Country Director Street Address 2 Suite 600	[] 60607 Middle] ZIP/Pos] 60607	Promoter Name tal Code Tal Code Name		

Relationship: Exec	utive Officer	Director	Promoter
Clarification of Response (if Necessa	nry)		
Last Name	First Name		Middle Name
Zhang	Hao		
Street Address 1		Street Address 2	-
801 W. Adams Street		Suite 600	
City	State/Province/	Country	ZIP/Postal Code
Chicago	ILLINOIS		60607
Relationship: 🔲 Exec	utive Officer	Director	Promoter
Clarification of Response (if Necessa	nry)		

4.	Ind	ustry	Group	

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- **C** Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

C Business Services

Energy

- C Coal Mining
- C Electric Utilities C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

Health Care

- C Biotechnology
- C Health Insurance
- C Hospitals & Physicians
- C Pharmaceuticals
- C Other Health Care

C Manufacturing

Real Estate

- C Commercial
- C Construction
- C REITS & Finance
- C Residential
- C Other Real Estate

C Retailing

C Restaurants

Technology

- Computers
- **O** Telecommunications
- C Other Technology

Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel

C Other

5. I	5. Issuer Size							
Reve	nue Range	Aggre	gate Net Asset Value Range					
\mathbf{C}	No Revenues	C	No Aggregate Net Asset Value					
\mathbf{C}	\$1 - \$1,000,000	С	\$1 - \$5,000,000					
\mathbf{C}	\$1,000,001 - \$5,000,000	C	\$5,000,001 - \$25,000,000					
\mathbf{C}	\$5,000,001 - \$25,000,000	C	\$25,000,001 - \$50,000,000					
\odot	\$25,000,001 - \$100,000,000	C	\$50,000,001 - \$100,000,000					
\mathbf{C}	Over \$100,000,000	С	Over \$100,000,000					
\mathbf{C}	Decline to Disclose	С	Decline to Disclose					
C	Not Applicable	C	Not Applicable					

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	▼ Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)

7.	Type of Fi	ling		
2	New Notice	Date of First Sale	2017-01-18	First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

O Yes @ No

9.	Type(s) of Securities	s C	offered (select all that apply)
Г	Pooled Investment Fund Interests	•	Equity
Γ	Tenant-in-Common Securities	\Box	Debt
Γ	Mineral Property Securities	Γ	Option, Warrant or Other Right to Acquire Another Security
Γ	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Π	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Or $Yes \sim No$

Clarification of Response (if Necessary)

11. Minimum Investment		
Minimum investment accepted from any outside investor	\$ 0 US	SD
12. Sales Compensation		
Recipient	Recipient CRD Number	None None
Aegis Capital Corp.	15007	

(Associated) Broker or Dealer 🔽 None	(Associated) Broker or Dealer CRD Number
Street Address 1	Street Address 2
810 7TH AVENUE 18TH FLOOR	
	/Province/Country ZIP/Postal Code

State(s) of Solicitation

T All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount	\$ 3000000	USD	🗖 Indefinite
Total Amount Sold	\$ 3000000	USD	
Total Remaining to be Sold	\$	USD	Indefinite
Clarification of Response (if Necessary)			

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

1

Sales Commissions	\$ 144000	USD	Estimate	
Finders' Fees	\$ 0	USD	Estimate	
Clarification of Response (if Necessary)				

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$	0	USD	Estimate
Clarification of Response (if Necessary)			
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	2017-01-27