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

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): March 14, 2017

Professional Diversity Network, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of other Jurisdiction of
Incorporation)

001-35824

(Commission File Number)

80-0900177

(IRS Employer Identification Number)

801 W. Adams Street, Sixth Floor, Chicago, Illinois

(Address of Principal Executive Offices)

60607

(Zip Code)

Registrant's telephone number, including area code: **(312) 614-0950**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is an investor presentation that will be used by Professional Diversity Network, Inc. (the “Company”) in making presentations to certain existing and potential stockholders of the Company on March 15, 2017.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished pursuant to Item 7.01 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Presentation dated March 15, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 14, 2017

**PROFESSIONAL DIVERSITY
NETWORK, INC.**

By: /s/ Chris Wesser

Chris Wesser
Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Investor Presentation dated March 15, 2017.



PROFESSIONAL DIVERSITY NETWORK

March 15, 2017
www.prodivnet.com

NASDAQ:IPDN

SAFE HARBOR

Notice Regarding Forward Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding Professional Diversity Network's ("PDN" or the "Company") expected future financial position, results of operations, cash flows, business strategy, budgets, projected costs, capital expenditures, products, competitive positions, growth opportunities, plans and objectives of management for future operations, as well as statements that include the words such as "expects," "reaffirms," "intends," "anticipates," "plans," "believes," "seeks," "estimates," "optimistic," or variations of such words and similar expressions, are forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions. In light of such risks, uncertainties and assumptions, the anticipated events and circumstances discussed in this presentation may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Factors that could contribute to such differences include, but are not limited to, potential insufficiency of the proceeds from the recent share issuances to implement our productivity improvement initiatives, our potential failure to realize synergies and other benefits from the transaction with Cosmic Forward Limited 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 presentation, whether as a result of new information, future events or otherwise.



COSMIC FORWARD LIMITED (CFL) OVERVIEW



COSMIC FORWARD LIMITED OVERVIEW

CFL Is An Entity Owned By 4 Chinese Investors...



Wang Maoji (Michael)



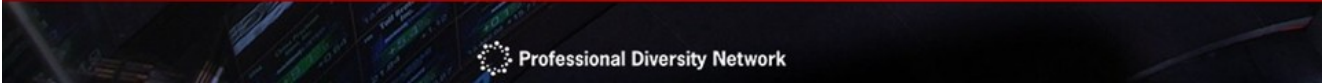
Song Jing Bo



Kou NanNan



Zheng Yong Xiong



TRANSACTION DETAILS

- In two transactions, CFL purchased, in aggregate, approximately 55% of PDN's common stock on a fully-diluted basis.
- The first transaction closed on November 7, 2016, and the second transaction closed on January 18, 2017.
- The purchase price of \$9.60/share represents nearly 126% premium over the closing price at the time of signing the first transaction and a 3.1% premium on the closing price at the time of signing the second transaction.
- There was \$17.1MM of gross proceeds from the first transaction and \$14.1MM net proceeds after the self-tender from the first transaction.
- There was an additional \$3.0 MM in gross proceeds from the second transaction.
- Private Placement Under Section 4(a)(2) Of The 1933 Act And Rule 506(b).

POST-TRANSACTION EXPECTATIONS

- Provide Capital To Execute Strategic Growth Plan
- Expansion Opportunities In China
- Potential Opportunity To Expand Product Offerings in US
- Improved Capital Structure For PDN

2017 Initiatives

Professional Networking Expansion to China (IAW)

Education and Training in China and USA

International Education For Chinese High School Students

Enhance Current Business Operations in US



Professional Women Networking Expansion to China —IAW—

- Market Opportunity
- Core Offerings and Benefits
- Long Term Growth Strategy



About Us

- IAW is an international social association that PDN established in 2017 to provide comprehensive services for women in education and training. IAW will include many experts, such as elite women with influence in various industries. IAW will promote its members' career development through customized, exclusive services that will allow its members to build a top social circle interaction platform that fits their personal needs.
- IAW is building a large network of members without borders. We utilize an international network to build a non-traditional open platform to better serve our members. IAW integrates various resources to provide comprehensive services to its members that allows for cross border connections, mixes traditional networking with online networking and allows its members to build their own social circles with all of the scale and flexibility that the world-wide web allows.
- IAW's bilingual, social platform helps its members create an international social circles through tailored off-line activities that provide high-quality service determined by individual needs. Top-level members can enjoy private, customized service, 24 hours per day and individualized assistance worldwide. IAW benefits will include: helicopter pick-up service, financial management, health advisors, exclusive image design, law consultation, translation and interpretation, exclusive child care and other comprehensive high-end services. Members will enjoy the opportunity for international elite education training to improve self-value, family members' value and friends' through the IAW open platform.
- IAW aims to provide members the opportunity to connect with international professionals at any time and any place to solve members' problems.
- Join IAW to enjoy all these benefits and more

Core Value Proposition

1

IAW is an international brand based on combining Chinese and Western resources and culture, including our existing 850,000 members in the US and our large Chinese membership pool to create unprecedented global resources.

4

IAW is a worldwide platform that serves all levels of members, from high-level officers, to executives to high-net worth women who manage the household.



2

IAW is a bilingual social platform that provides an exclusive social network for members while also offering education and training services tailored to needs.

3

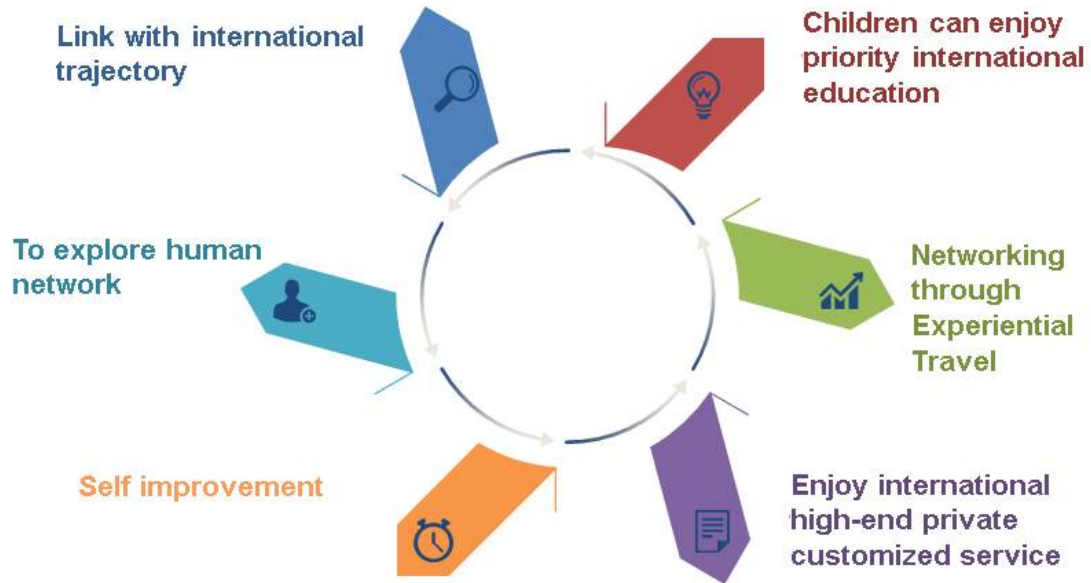
IAW's new platform combines traditional networking methods with online networking methods to allow its members access to both online and offline networking opportunities. IAW members will enjoy full-time access to elite training and world-wide services.

Market Perspective

- **One out of every five women on the planet is a Chinese woman**
 - The population of mainland China in 2016 reached 1,382,710,000, with 48.79% of the population being female. Chinese women rank number one in terms of employment rate and in technology. Chinese women represent 73% of the workforce, which is more than most other developed countries. To a large extent, this is due to China's commitment to gender equality.
- **Women control the purse strings**
 - Female entrepreneurs account for 55% of the Chinese market
 - Women manage 38% of the businesses activities that generate 50% of the total government revenue and 50% of total revenue in macro-business structures
 - Women manage 75% of household consumption in China

“WOMEN REALLY DO HOLD UP HALF THE SKY”

Why Join Us



Target Group

Executives and Entrepreneurs

Those officers, entrepreneurs and innovative talents who want to explore their network resources through IAW and discover businesses opportunities

High Net-Worth Housewives

Women who manage Chinese households and direct the vast majority of spending in China

High-Level Professional Women

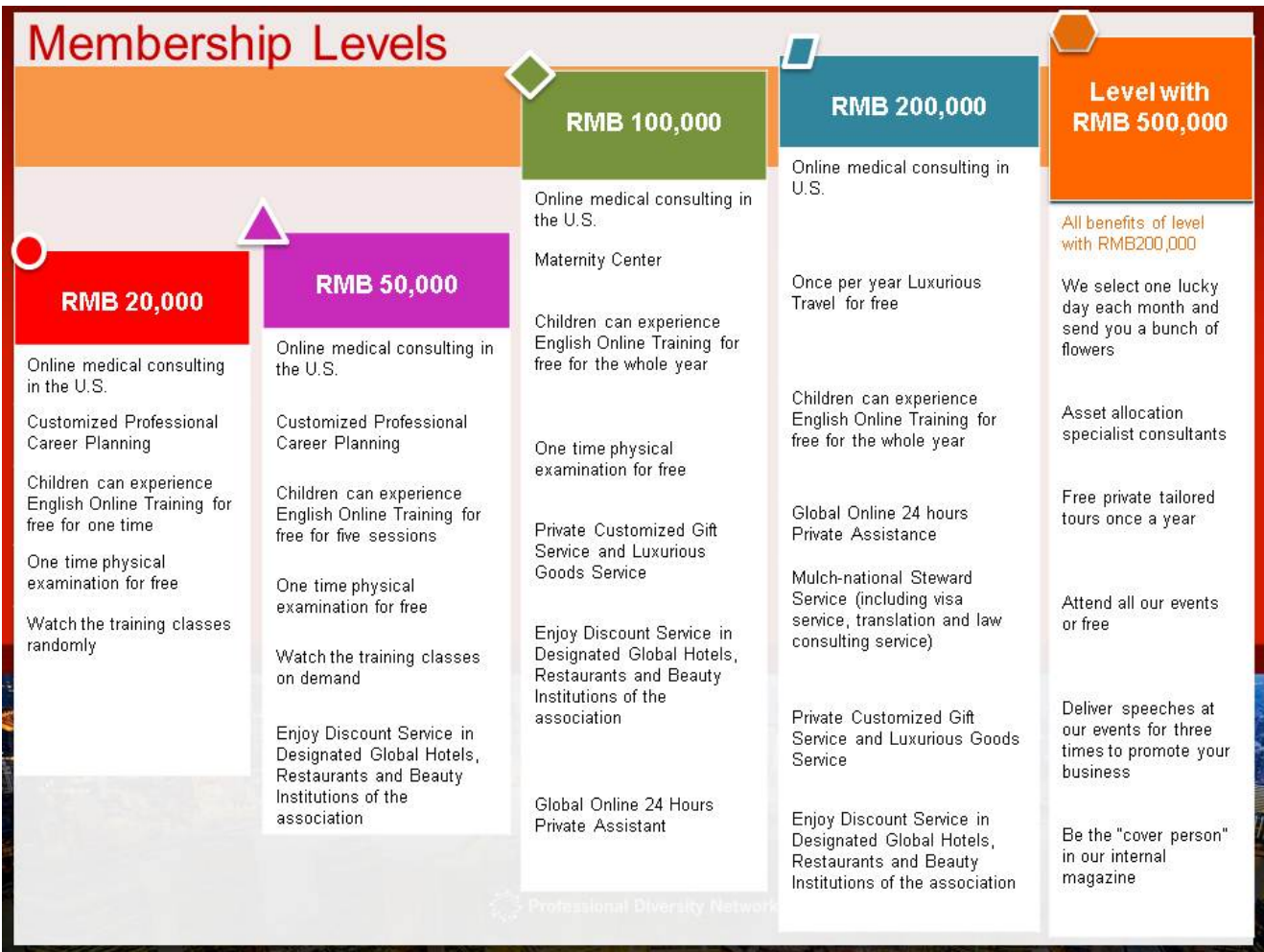
White collar workers who want to improve their professional skills training

Mothers

Mothers who wish to invest in their children's education



Membership Levels

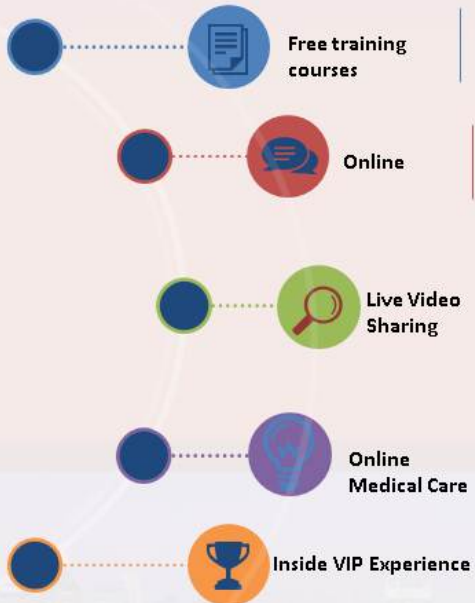


Core Offering and Benefits

Create a community online AND in-person where professional women NETWORK with others, DEVELOP personally and professionally, PROMOTE themselves and their businesses and ADVANCE their careers.



Platform Online Service



IAW provides various Chinese and Western interest training courses within members' needs, including painting, embroidery, management, jewelry appreciation, etc.

IAW provides an online social platform service for members in which they can communicate online and discuss relationship issues and topics about the work place.

The online live streaming on IAW's website provides a live streaming platform for members. Members can share the short videos taken by themselves online and they can also share live streams about tourism, cuisine and beauty, style, etc.

Members can invite well-known American doctors to solve medical problems for members through IAW strong international network resources.

To provide members with IAW fashion, beauty, health and relationship comprehensive women's magazine that was built by itself. Through a recommendation and self recommendation process, women can choose one person as a cover figure for the magazine, which provides members a chance to show themselves.

IAW Offline Services

Officers and Entrepreneurs Training

To organize officers and entrepreneurs to study in different scales, improving themselves and exploring their social network

High-Level Wine Party

To invite very influential international IAW special consultants to participate party with members and establish a high-level social circle for members.

High-Level Customized Travel

To provide exclusive, customized tourism routes for members. Members can try special tourism projects and experience VIP services.

Overseas investment and Financing Lecture

To provide offline special lectures for members who are in need and to guide them in the right direction

24 Hours Global Private Assistant

Members will have a one-to-one private assistant who can solve various cross-border questions for them at any time and any place.

Overseas Caring of Members' Children

To provide overseas caring of members' children to tackle various problems.

Planning Extension Cooperation

Tourism Resource

Provide customized resources that members desire in airline, hotel, travel agency, pick-up service, etc..

International Brands

Offline training activities with major brands to provide members with glamorous new experiences

To work together with media

To establish cooperation with Guangdong News.Com, NETEASE, SINA and other mainstream media and to use a media platform to increase the visibility of the organization so as to promote it and its members

Social Groups Cooperation

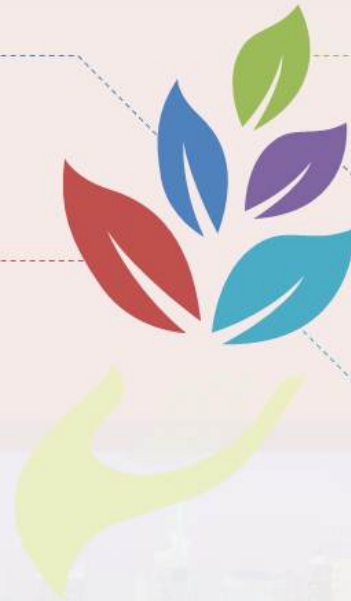
Themed activities with Qipao Association, Manners association and other female associations

Competitions Teamwork

To work with *Miss Universe*, *Miss Tourism Worldwide* and other similar competitions to increase brand publicity

Other cooperation

To cooperate with American high-end maternity centers, medical orgs and other services to add service categories.





2017 Launch Event Cities

Shanghai



Shanghai is the undisputed largest and wealthiest city in China. With a name synonymous with world trade, Shanghai has the largest and busiest port in terms of containers and cargo tonnage, a grand business district, two large airports, the world's fastest train and a network of elevated highways.
Location: The Yangtze Delta, Central East China
Urban population: 22 million
GDP per capita: \$14k

Beijing



Beijing is China's capital. It is a political, educational, and cultural center, with light industries (science, technology and research) dominating over mass manufacturing. Beijing has the world's largest airport.
Location: The Yangtze Delta, Central East China
Urban population: 22 million
GDP per capita: \$14k

Guangzhou



Guangzhou (Canton) is a mighty manufacturing base, drawing millions from the countryside to work in its factories. Vast quantities of clothing, electronics, plastic goods, and toys are shipped from Guangzhou all over the world.
Location: The Pearl River Delta, Southeast China
Urban population: 11 million
GDP per capita: \$19k

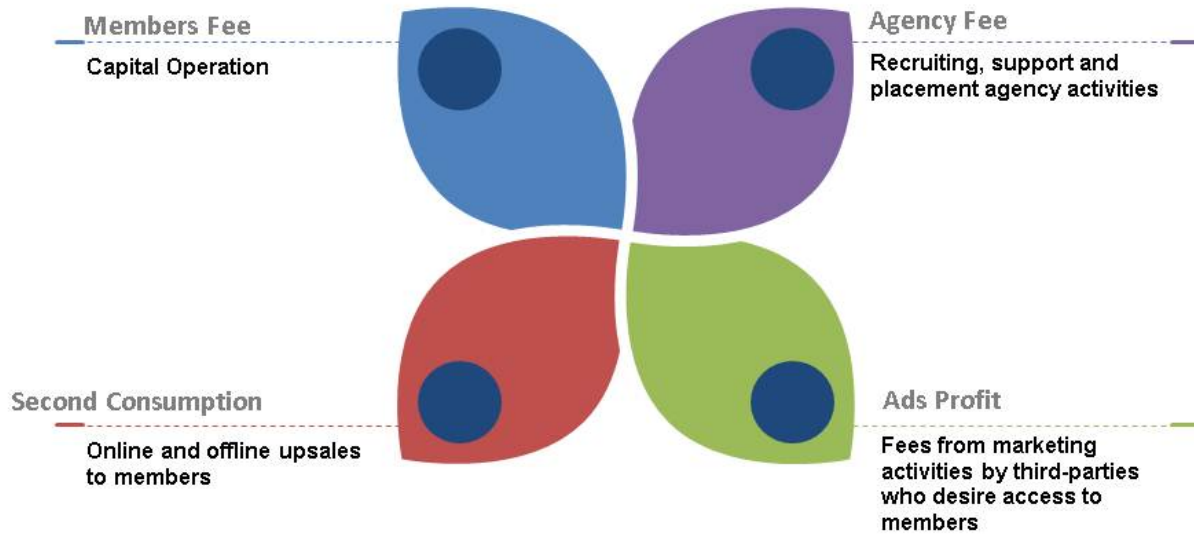
Shenzhen



Shenzhen is located in between Guangzhou and Hong Kong. *Shenzhen has China's second tallest building.* It is a huge manufacturing center that sprung up overnight. Feeding off the success of its neighbors, it is ranked fourth in China for industrial output.
Location: The Pearl River Delta, Southeast China
Urban population: 10 million
GDP per capita: \$22k



Profit Model



High-End Business Training and Service

Elite business people in China desire access to the elite business people who are already a part of PDN and its divisions. We will integrate top scholars and business professionals and create channels to make them available to Chinese business people with an eye toward broadening our members' horizons and giving them access to top level business talent. As with all networking, this will be designed to provide our members with additional business opportunities and will foster an international idea forum, commercial cooperation and cross-border exchange.

Converting your business from Good to Great.



Project Advantages

- **Competitive Market and Perspective**
- As the second largest economy, China has many entrepreneurs. With globalization developing faster and faster, communication between Chinese enterprises and international enterprises is getting closer and closer, while more and more Chinese entrepreneurs have found out their shortcomings, which offers an opportunity for nurturing the training and communications of Chinese entrepreneurs.
- The domestic enterprise training grew at a ratio of not less than 25% per annum since 2006 according to the professional consulting structure analysis and it is estimated that the training scale of the national enterprise will reach above RMB 300 billion.
- This is a great time for the project to launch.
- The country is so far in a key moment of national transition and the upgrade of economic structure. Many enterprises are the pioneers during the economic structure transition. Currently, there are plenty national organizations that are dedicated to enterprise training but they cannot meet the demand of market. Furthermore, apart from a few organizations, there are many institutions that are insufficient in terms of systematic research, integrated and effective courses and field experience and an environment of international cooperation. The lack of these organizations is our advantage. Therefore, strong performance can be expected.

Project Advantages

- Plenty of entrepreneurs. There is a huge consumers base.
- Competent consumption ability of Chinese entrepreneurs
- Currently, an uneven market price that is appropriate to lead industry price
- Higher profit rate and high quality cash flow of education training industry

Our advantage

International Education Resources

We invite the top scholars from two countries in terms of economy, management, investment and financing, so that our members can enjoy their offerings in real-time.

1

To build a deep cooperation between Chinese and American top institutions that can bring you the splendid palace of academics.

2

Chances to meet, face-to-face, top celebrities in various industries—a can't miss opportunity!

3

We pay more attention to the practical and want to make actual improvement, rather than just management theory.

4

Our Advantage

International Communication Platform

Online and offline communication of Chinese and American entrepreneurs

To examine the American enterprise interaction pattern

International information and horizon

To share international information and recommendations

Our Advantages

- **Reliable Resources**
- **Well-rounded customer tracking system**
- **The combination of online and offline communications mode**
- **High-quality hardware package service**
- **Rich Extension Service**

Independent Courses model

	Trial Class (open Class)	Topic Forum(Summit and meetings)	Theme Courses	Series Courses
Course duration	1 Day	2 to 4 Days	6 to 10 Days	24+ Days
Course Type	Primary In person/Offline	In person and Interactive online stream	In person and Interactive online stream	In person and Interactive online stream
Course Model	(Primary) Nature of Marketing	Marketing and Discussion courses are at a General Level	Specialized courses focus on theories of specific academic field discussion	Whole Set of courses in Specific academic field
Course Fee	1,000RMB/person	1,000RMB/person	1,000RMB/person	1,000RMB/person

The Price set is based on the consideration of both the pricing of academic and business courses in the current market and the advantages of our company

Professional Diversity Network

VIP Primary VIP Members



Expense

39800/person/
year



Members profits

Unlimited public class attendance all year

Access to the theme course once and the theme forum twice;

Exclusive access to customized events in the primary members area;

Attend the junior members club for free, provide the circle of entrepreneurs in high level and online real-time communication;



Value-added services

Real-time push notification of the latest global information of enterprises and expert analyses and comments;

Unscheduled opportunities involving communicating in national well-known enterprises on the spot;

Preferential access for primary members in participating women and overseas study services;

VIP Intermediate VIP Members



Expense

79800/person/year



Members profits

Enjoy all primary member rights

Enjoy the annual series courses once

Access to the exclusive customized events in the intermediate members area;

Attend the intermediate members club for free with online real-time communication;

A priority right to attend the meeting of a domestic master;

A priority right to participate in domestic tours and exploration;



Value-added services

Enjoy all primary member services;

Offer free consultation service relating to overseas study and immigration policy in the US

Enjoy preferential access for intermediate members in participating women and overseas study services;

Provide free services for recommending the multinational talents;

VIP Senior VIP Members



Expense

158800/person/
year



Members profits

Enjoy all intermediate member rights;

Enjoy services courses twice and other courses with no limit;

Attend the senior members club for free with online real-time communication, and access to exclusive customized events in the senior members area;

Organize offline communication and exploration events in the US once per year;

Unscheduled organization of the luxurious customized business tour nationwide, with face-to-face meetings with superstars;



Value-added services

Enjoy intermediate member services;

Enjoy the relevant services in overseas study and immigration with internal preferential treatment;

Enjoy senior members preferential treatment in involving events and services relating to women's association;

Provide free access to multinational investment and financing;

Offer free visa related services;
Provide free services for recommending the multinational talents and help in the interviewing process, etc.

VIP Top-Level VIP Members



Expense

300000/person/
year



Members Profits

Enjoy senior member rights;

Enjoy all enterprise training courses with no limit;

Attend the top-level members club for free with online real-time communication, and access the exclusive customized events in the top-level members area;

Organize offline communication and exploration events at least twice per year in the in US;

Provide the opportunity for visiting members' enterprises or other well-known enterprises at various times each year;

Organize the private customized tour worldwide at irregular, spending time together with successful people at home and abroad;

Enjoy the opportunity in communicating with the US super star alone;



Value-added services

Enjoy all senior member services;

Provide free services for the whole process for overseas study and immigration;

Provide free access for the employees of top-level members' enterprises to train in the USA once (at their own expense)

Provide free access to multinational investment and financing and follow-ups during the process;

Provide free visa related services and domestic and foreign transfer services;

Provide free services for accommodation arrangement in the US;

How Can We Achieve Our Goal

VIP High Level VIP Members



Fee

RMB per person per year



Profit of Members

The members at this level can take part in national entrepreneurs forum or courses each year for free **without time limits**

To have the most updated info, both international and domestic, as well as top tier professionals' timely analysis

To read the members' platform information at any time and join in the online communication

The members have a one time chance to go to the US to have offline communication and investigation activity

The members can have various chances to take a tour in different enterprises



Value added service

To establish high level members club

To provide overseas study consultation and service for free

To provide cross border talent recommendation for free

To provide cross border financing for free

To assist in conducting visa and relevant services for free

How Can We Achieve This Goal

Top VIP Members



Fee
RMB per person annually



Members Entitlement

The members at this level can take part in national entrepreneurs forum or courses per year for free without time limits

To have the most updated info, both international and domestic, as well as top tier professionals' timely analysis

To read the members' platform information at any time and join in the online communication

The members have two chances to go to the US to have offline communication and investigation activity

The members have various chances to tour different enterprises

Customized one time private luxury travel every year

Have a chance to communicate individually with a top American celebrity



Value added service

To establish high level members club

To provide overseas study consultation and service for free

To provide cross border talent recommendation for free

To provide cross border financing chance for free

To assist conducting visa relevant services for free and with assistance accompanying all the time

Members Acquisition Model

Agency
Development

Transferred
Members
Introduction

Lead
Generation
through Live
Courses

Introduction of China and US Joint Education Alliance

With the support of the International Women Association, China and US Education Alliance in possession of American high-qualified education resources. The Chinese enterprises alliance and other platforms provide all over international education housekeeper services for children of high-end Chinese elites. The league also participates actively in the international communication cooperation in China and the US and provides service for students in Chinese and American schools when they need to take entrance examination, as well as providing multicultural foreign service.

Market Perspective

- Market grows steadily
- With worldwide development rocketing in the overseas study industry, the number of students who study overseas keeps increasing. During 2008—2010, the number of overseas students has increased over 20% compared with the amount in the same period. After this huge increase, there has been a slow increase in overseas students but with steady growth. In 2014, the number of overseas students was 450,980, which is an increase of 11.1% compared to the number for the same period. During the past ten years, the number of overseas students has doubled in China. With more overseas students and steady growth, China has become the largest country for overseas students.
- The scale of China's overseas study market has reached RMB240,000,000,000 in 2015 and most of these expense were foreign consumption according to statistics in the *Overseas Study Industry Development Perspective and Investment Prediction Analysis Report* issued by a forward-looking industry research institute. In 2015, China's overseas study industry scale reached approximately RMB360,000,000,000 and overseas study language training amounted for RMB310,000,000,00 among it while cross border agency service profit was about RMB50,000,000,000.

US High Schools Overseas Study Market Analysis

- The students who go overseas to study are getting younger and younger, which has become a trend and they are the center of promotion of present overseas study agency.
- US high schools agencies have become a quite competitive market
 - There are over 30-40 US high schools agencies in the Chinese market
 - There are 10 agency organizations that possess over 100 US high schools agency
 - There are 3 agency that have over 200 US high schools
 - Every medium and small agency has their features respectively (e.g., location, school type, after-service, etc.)
- Overseas study agencies and international high schools are competing for students resources
- To promote their language and background before overseas study
- Foreign Service industry is about to become the hot spot in the market after overseas study.

Existing Problems in US High Schools Overseas Study Market



Parents of young student would be worried about their children

Chinese students lack of self-care ability and parents are worried whether they can tackle the problems they may meet



Lack of homestay resources

An Increase of students and a shortage of homestay resources that would prevent immediately changes to the homestay once it has problem



Overseas study agencies don't provide after-class management services

After class tutoring, language training and exam guidance, entrance guidance and psychological guidance



Graduation Service

We provide visa, internship, job searching, immigration, family investment and other service



Business Model

To shape IPDN International Education as a platform gathering qualified high schools in the US and rich foreign services that can directly find suitable American high schools for students by connecting with national high schools, overseas study agencies, and personal agencies. And this platform can realize your online application and it can settle with all foreign service.

Core Competitiveness

1 With many American high schools direct international recruitment proxy

We can arrange American high school membership exclusive interview meeting; students can have immediate admission; and they can have a chance to communicate face-to-face with the principal

2 We have professional education teams with rich experience

To provide free consulting, educational planning, student orientation and other services for members

3 High efficient overseas service team

To provide students with household arrangement, students' dormitory service, pick-up service, tax consulting service, law consultation service, visa service, immigration service, etc.

4 Plenty of overseas resources and various international education product line

Student overseas study, internship after graduation, job recommendation, position assessment, investment and property investment, etc.

International Education Service Product



According to the development direction of the overseas study market and its needs, we can build up following international education service products:



Service before overseas study

To wrap own products by cooperating with language organizations, travel study organizations and background improvement products service organizations



American high school resources

To contact higher quality American high schools and enrich our own school resources by cooperating with existing American high school agencies.



American high school online courses

By utilizing faculty resources of American high schools and cooperating with national primary and junior high schools to launch international courses project



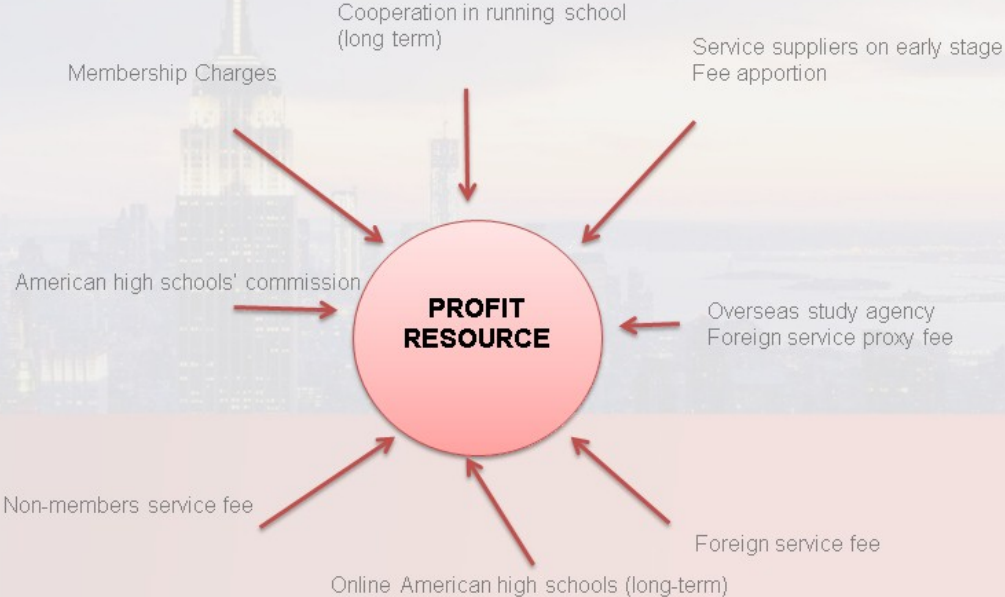
Foreign service

Overseas homestay, students' apartment, language test training, internship, visa and job arrangement, etc.

Our Clients in 5 types



Profit Resource





PDN USA OVERVIEW



Professional Diversity Network Inc. (IPDN)
Holding company with three business departments



Noble Voice is a value-added lead generation system that also supports PDN's Recruitment Business.



PDN provides an online recruitment platform that harnesses the natural engagement of affinity networking, addresses the highly fragmented diversity recruitment market and services companies with OFCCP Compliance obligations.



NAPW Operates The Nation's Largest Network Dedicated To Connecting Professional Women And Providing The Tools For Them To Advance Their Careers and Businesses

PDN OVERVIEW



Over 50 Diversity Organizations, Not-for-profit and Media Partners

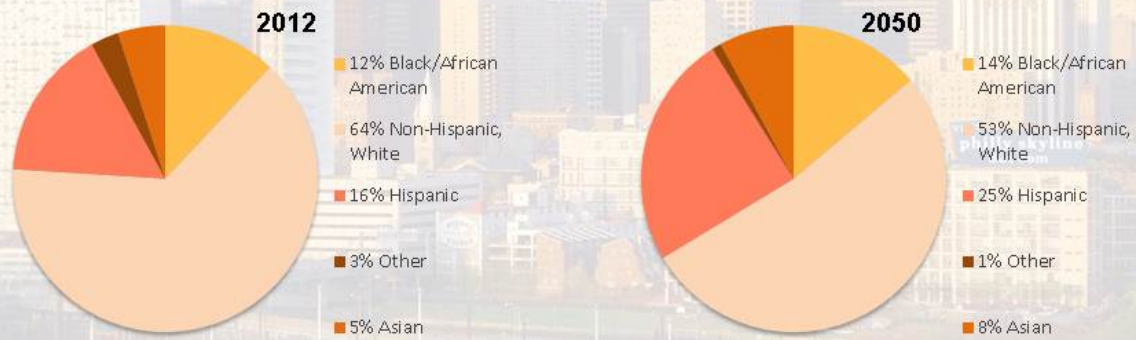


Strategic Partnership

Diversified US Market AMERICA

A changeable situation in allocating human resources

According to the US general survey, 83% manpower growth will be from the new migrants and their children in US after the year of 2050.

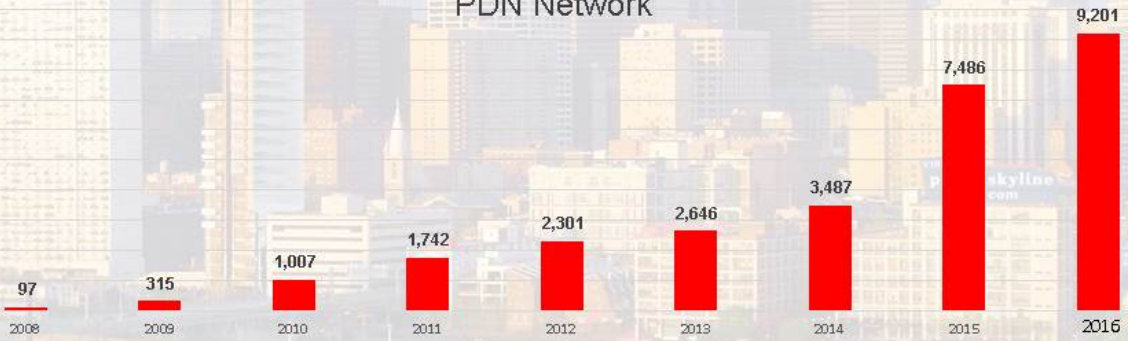


The growth performance on PDN registered users

684 K NEW REGISTERED USERS Q4 2015

In 000s

Registered Users Across PDN Network



NATIONAL ASSOCIATION OF PROFESSIONAL WOMEN



45% ARE
MANAGERS OR
EXECUTIVES



75% ARE
HOMEOWNERS

90%
ATTENDED
COLLEGE or
UNIVERSITY

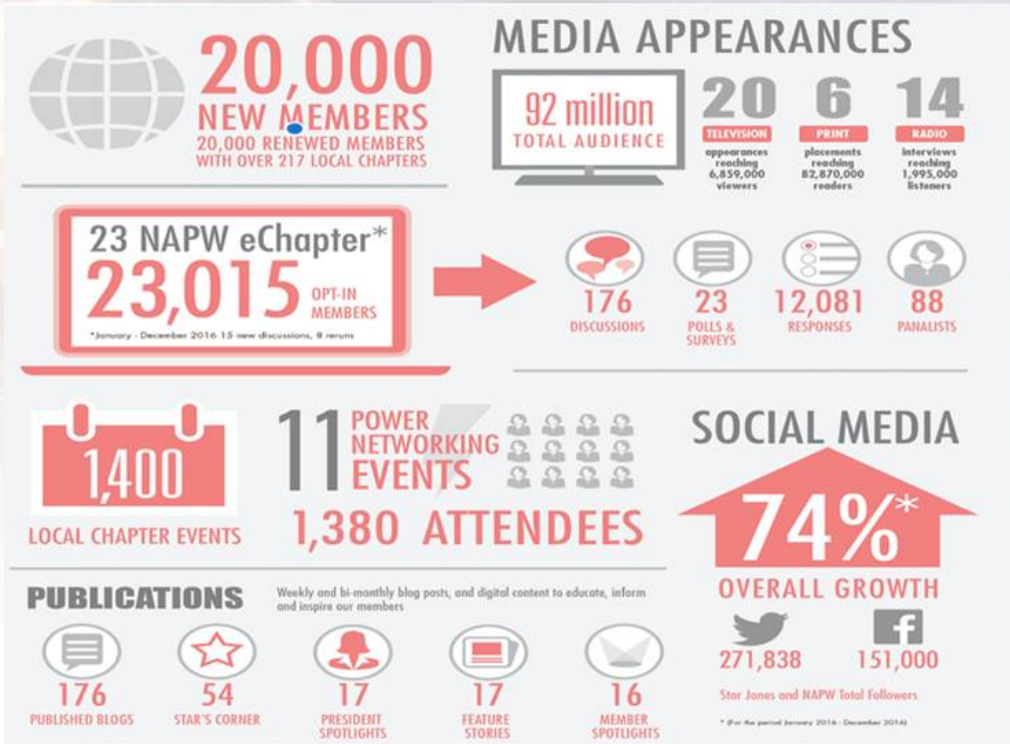
60%
EARN
\$75K - \$150K
PER YEAR

60%
BETWEEN
THE AGES OF
31 - 55

40%
ARE
BUSINESS
OWNERS



NAPW IN REVIEW: 2016





NAPW

NAPW REVENUE TRENDS BY SOURCE

New Memberships

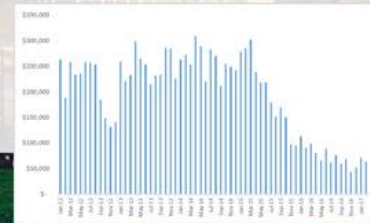
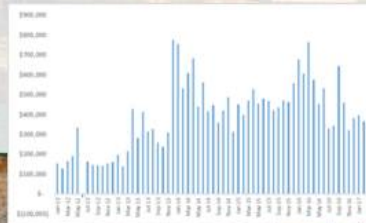
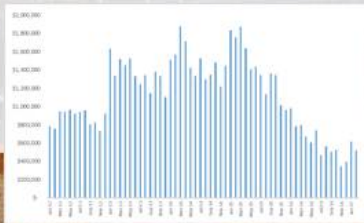
- Trends Impacted By Reduced Lead Spend, Size of Membership Coordinator Team.
- Steps Being Taken to Optimize Lead Spend and Membership Coordinator Performance To Improve Variable Contribution
- Opportunities to Expand Efforts Through Member to Member Initiatives, Networking Event Membership Drives, 'Work From Home' Model In Other States, Segmentation Initiatives, Potential For eCommerce Offering

Renewals

- Strong Recurring Revenue Stream
- Opportunities to Improve Renewal Rate Through Enhanced Member Engagement Initiatives, Gamification, Expanded On Boarding Efforts, Revised Product Offerings Based on Recent Market Study, Networking Event Cadence and Location, Branding and Marketing Efforts

Additional Product Sales

- Trends Impacted By New Membership Trends and CRM Implementation Challenges
- Opportunities to Drive Additional Revenue Through Customization of CRM, Expansion of Sales Team, New Product/Partnership Offerings



GROWTH STRATEGY



PDN Expand Subscription Based Service

- Expansion Of Licenses Deployed
- Grow Services Within Existing Licenses
- Increase Recruiter License Awareness

NOBLE VOICE Expand Capacity

To Capitalize on Market Opportunities

- Accelerate New Job Seeker Consultations
- 50% Increase In Career Counselors In 2018
- Leverage Scale To Increase Profitability

NAPW Grow Membership Base in Key DMAs

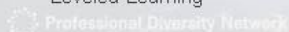
- Build Sales Team; Employ New Acquisition Strategies

Drive Retention

- Member Engagement Initiatives (Gamification), Optimize Product Offerings Based on Market Research, Targeted Networking Events, Partnerships

Build Data Driven Engagement "Ecosystem"

- Seamless Digital and F2F Engagement and Interaction, Robust Content, Leveled Learning



SUMMARY CAPITALIZATION TABLE

	Shares Outstanding	%
Common Stock	1,808,628	75.32%
Equity Awards ¹	72,866	3.03%
Warrants ²	514,064	21.41%
Unvested Restricted Stock	5,556	0.23%
Fully Diluted Shares Outstanding	2,401,114	100%

¹ weighted average exercise price: \$12.69

² weighted average exercise price: \$12.09

Data As of September 30, 2016

STATEMENT OF OPERATIONS

In 000's	Nine Months Ended September 30,		Change	Change
	2016	2015	\$	%
Revenues				
Membership fees and related services	13,048	18,885	(5,838)	-31%
Lead generation revenues	4,490	7,853	(3,363)	-43%
Recruitment services	2,296	2,433	(137)	-6%
Consumer advertising and marketing	177	209	(32)	-15%
Product sales and other revenue	544	631	(87)	-14%
Total Revenue	20,554	30,012	(9,458)	-32%
Costs and expenses:				
Cost of revenues	2,434	4,648	(2,214)	-48%
Sales and marketing	10,314	17,227	(6,912)	-40%
General and administrative	9,428	11,594	(2,165)	-19%
Impairment expense		26,744	(26,744)	-100%
Depreciation and amortization	2,498	2,731	(233)	-9%
Gain on sale of property and equipment		33	(33)	-100%
Total Cost and Expense	24,674	62,976	(38,302)	-61%
Other income (expense), net	(216)	(59)	(157)	268%
Change in fair value of warrant liability	(401)	94	(495)	-528%
Income tax expense (benefit)	(1,218)	1,509	(2,727)	-181%
Net Loss	(3,519)	(34,438)	30,919	-90%

RECONCILIATION OF NET LOSS TO ADJUSTED EBITDA

Nine Months Ended September 30, 2016

In 000s	2016	2015
Net Loss	(3,519)	(34,438)
Stock-based comp	218	351
Impairment Expense		26,744
Litigation Settlement	500	
Gain on lease cancellation	(424)	
Dep'n & Amort	2,498	2,731
Change in FV of Warrant Liab	401	(94)
Interest Expense	217	84
Interest & Other Income	(1)	(26)
Income Tax Expense	(1,218)	1,509
ADJUSTED EBITDA	(1,328)	(3,138)

The Table Above Presents Adjusted EBITDA (A Non-GAAP Financial Metric) And Provides A Reconciliation Of Adjusted EBITDA To The Directly Comparable GAAP Measure Reported In The Company's Consolidated Financial Statements

BALANCE SHEET

In 000s	As of 30-September-16	As of 31-Dec-15
ASSETS	\$ 36,454	\$41,428
Current Assets	\$3,133	\$6,629
Cash and Short – Term Investments	516	2,571
Account Receivables	1,839	2,511
Other Current Assets ⁽¹⁾	777	1,547
Fixed Assets	\$314	\$444
Other Assets ⁽²⁾	\$33,008	\$34,354
Liabilities and Equity	\$36,454	\$41,428
Liabilities	\$16,468	\$18,783
Current Liabilities	11,674	15,828
Long-Term Liabilities (deferred taxes and rent)	4,794	5,415
Equity	\$20,903	\$21,242
Common Stock	18	18
Paid in Capital	64,956	63,554
Accumulated Deficit	(46,869)	(43,350)
Treasury Stock	(37)	(37)

1. Other current assets include incremental direct costs, prepaid license fee, and other prepaid expenses.
2. Other assets include goodwill and intangible assets net of accumulated amortization, merchant reserve, security deposits and other misc. assets.

Source: PDN



FOR FURTHER INFORMATION

James Kirsch
Executive Chairman of the Board
(312) 614-0921

Chris Wesser
Executive Vice President & Secretary
(516) 659-8560

