
**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): August 14, 2025

PROFESSIONAL DIVERSITY NETWORK, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35824
(Commission
File Number)

80-0900177
(I.R.S. Employer
Identification No.)

55 E. Monroe Street, Suite 2120, Chicago, Illinois 60603
(Address of principal executive offices)

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

N/A

(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 (see General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$.01 par value

Trading Symbol(s)
IPDN

Name of each exchange on which registered
The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition

On August 14, 2025, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release dated August 14, 2025.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Professional Diversity Network, Inc.

Date: August 14, 2025

/s/ Yiran Gu

Yiran Gu, Chief Financial Officer

**Professional Diversity Network, Inc. Announces Financial Results for the Quarter Ended June 30, 2025**

Chicago, IL, August 14, 2025 (GLOBE NEWSWIRE) — Professional Diversity Network, Inc. (NASDAQ: IPDN), (“IPDN” or the “Company”), a global developer and operator of online and in-person networks that provides access to networking, training, educational and employment opportunities for diverse individuals, today announced its financial results for the quarter ended June 30, 2025.

“Despite ongoing market challenges, we successfully reduced our loss per share from \$1.21 to \$0.62 compared to the same period last year. Moving forward, we will focus on advancing the transformation of our platform’s technological infrastructure through AI integration and strategic revenue diversification, with the goal of attracting more investors,” said Xun Wu, CEO of Professional Diversity Network, Inc. “Since the beginning of last year, we have effectively controlled costs through streamlined operations. Our next focus will be on further operational automation to enhance efficiency. At the same time, we are investing in new product development to drive revenue growth,” said Bella Gu, CFO of Professional Diversity Network, Inc.

Second Quarter Financial Highlights:

- The consolidated net loss from continuing operations for the six months ended June 30, 2025 decreased approximately \$160,000 or 11.5%, as compared to the same period in the prior year.
- Net loss per share for the six months ended June 30, 2025, was approximately \$0.62, a reduction of approximately 49% compared to the same period in the prior year.

Financial Results for the Six Months Ended June 30, 2025**Revenues**

Total revenues for the three months ended June 30, 2025 decreased approximately \$49,000, or 2.9%, to approximately \$1,641,000 from approximately \$1,690,000 during the same period in the prior year. The decrease was predominantly attributable to an approximate \$264,000 decrease in recruitment services which was primarily driven by a slowdown in corporate spending on diversity, equity, and inclusion (“DEI”) initiatives. We believe this trend is influenced by a shifting political and legal landscape, including the Supreme Court’s 2023 decision on affirmative action and various executive orders and state-level legislation targeting DEI programs, which has caused some companies in both the public and private sectors to pause or re-evaluate their diversity-focused recruitment budgets. Revenue from membership and related services also declined by approximately \$23,000. These decreases were partially offset by a \$239,000 increase in contracted software development revenue.

During the three months ended June 30, 2025, our TalentAlly Network generated approximately \$887,000 in comparable revenues compared to approximately \$1,152,000 in revenues during the three months ended June 30, 2024, a decrease of approximately \$265,000, or 23.0%. This decrease is consistent with the broader trend of reduced corporate spending on DEI-focused recruitment services discussed previously.

During the three months ended June 30, 2025, NAPW Network revenues were approximately \$86,000, compared to revenues of approximately \$109,000 during the same period in the prior year, a decrease of approximately \$23,000 or 21.1%. Management attributes this decline to lower renewal rates and reduced acquisition of new members in a competitive market for professional networking organizations.

During the three months ended June 30, 2025, RemoteMore revenue was approximately \$668,000, compared to revenues of approximately \$429,000 during the same period in the prior year, an increase of approximately \$239,000, or 55.7%. This significant growth is primarily due to increased demand for qualified, remote software developers as companies continue to embrace flexible staffing models to manage costs and access a global talent pool. We have also focused our sales and marketing efforts on this segment, resulting in the acquisition of several new key client contracts during the period.

Costs and Expenses

Cost of revenues during the three months ended June 30, 2025 was approximately \$929,000, an increase of approximately \$303,000, or 48.4%, from approximately \$626,000 during the same period of the prior year. The increase was predominantly due to an approximate \$232,000 increase in RemoteMore's contract costs, which are the fees paid to external developers and are directly correlated with the segment's significant revenue growth. The remainder of the increase is due to a \$46,000 increase in payroll related costs, mainly reflecting the cessation of labor-cost capitalization following the launch of the new website, and \$25,000 other cost of revenue. This shift in our cost structure, with a higher proportion of costs attributable to payments to third-party developers, represents a structural change tied directly to our revenue mix. We expect this trend to continue as long as the RemoteMore segment continues to grow.

Sales and marketing expense during the three months ended June 30, 2025 was approximately \$494,000, a decrease of approximately \$278,000, or 36.0%, from \$772,000 during the same period in the prior year. The decrease was predominantly attributed to approximately \$233,000 of reduced payroll and commission related costs and \$45,000 reduction in marketing and marketing related consulting and software costs.

General and administrative expenses during the three months ended June 30, 2025 decreased by approximately \$145,000, or 17.7%, to approximately \$674,000, as compared to approximately \$819,000 the same period in the prior year. The decrease in expenses was predominantly due to reductions of approximately \$75,000 of salaries and related benefit charges, \$60,000 of share based compensation expenses and \$10,000 in other general and administrative expenses.

Net Loss from Continuing Operations, Net of Tax

As a result of the factors discussed above, during the three months ended June 30, 2025, we incurred a net loss from continuing operations of approximately \$492,000, a decrease in the net loss of approximately \$94,000, compared to a net loss of approximately \$586,000 during the three months ended June 30, 2024.

Summary of the Quarter's Financial Information

Amounts in following tables are in thousands except for per share amounts and outstanding shares.

Summary of Financial Position

	June 30, 2025	December 31, 2024
	(in thousands)	
Current Assets:		
Cash and cash equivalents	\$ 125	\$ 1,731
Other current assets	1,310	1,496
Total current assets	\$ 1,435	\$ 3,227
Long-term assets	5,896	4,755
Total Assets	<u>\$ 7,331</u>	<u>\$ 7,982</u>
Total current liabilities	\$ 3,354	\$ 2,956
Total long-term liabilities	135	185
Total liabilities	\$ 3,489	\$ 3,141
Total stockholders' equity	4,475	5,322
Total stockholders' equity – noncontrolling interests	(633)	(481)
Total liabilities and stockholders' equity	<u>\$ 7,331</u>	<u>\$ 7,982</u>

Summary of Financial Operations

	Six Months Ended		Change (Dollars)	Change (Percent)
	June 30,			
	2025	2024		
	(in thousands)			
Revenues:				
Membership fees and related services	\$ 182	\$ 236	\$ (54)	(22.9)%
Recruitment services	1,797	2,249	(452)	(20.1)%
Contracted software development	1,156	914	242	26.5%
Consumer advertising and marketing solutions	11	18	(7)	(38.9)%
Total revenues	\$ 3,146	\$ 3,417	\$ (271)	(7.9)%
Cost and expenses:				
Cost of revenues	\$ 1,648	\$ 1,279	\$ 369	28.9%
Sales and marketing	1,065	1,602	(537)	(33.5)%
General and administrative	1,553	1,814	(261)	(14.4)%
Depreciation and amortization	82	107	(25)	(23.4)%
Total pre-tax cost and expenses:	\$ 4,348	\$ 4,802	\$ (454)	(9.5)%
Consolidated net loss from continuing operations, net of tax	\$ (1,233)	\$ (1,393)	\$ 160	11.5%
Basic and diluted loss per share:				
Net loss per share	\$ (0.62)	\$ (1.21)		
Weighted average outstanding shares used in computing net loss per common share:				
Basic and diluted	2,000,903	1,156,134		

Summary of Cash Flows from Continuing Operations

	Six Months Ended June 30,	
	2025	2024
Cash (used in) provided by continuing operations	(in thousands)	
Operating activities	\$ (780)	\$ (767)
Investing activities	(1,304)	(153)
Financing activities	478	912
Net increase in cash and cash equivalents from continuing operations	<u>\$ (1,606)</u>	<u>\$ (8)</u>

Professional Diversity Network, Inc. and Subsidiaries

Non-GAAP (Adjusted) Financial Measures

Adjusted EBITDA is a non-GAAP measure and should not be considered in isolation or as a substitute for GAAP results. It may not be comparable to similarly titled measures used by other companies. Investors should review the reconciliation to the most directly comparable GAAP measure and consider Adjusted EBITDA together with GAAP results. We believe Adjusted EBITDA provides a meaningful representation of our operating performance that provides useful information to investors regarding our financial condition and results of operations. Adjusted EBITDA is commonly used by financial analysts and others to measure operating performance. Furthermore, management believes that this non-GAAP financial measure may provide investors with additional meaningful comparisons between current results and results of prior periods as they are expected to be reflective of our core ongoing business. However, while we consider Adjusted EBITDA to be an important measure of operating performance, Adjusted EBITDA and other non-GAAP financial measures have limitations, and investors should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. Further, Adjusted EBITDA, as we define it, may not be comparable to EBITDA, or similarly titled measures, as defined by other companies.

The following non-GAAP financial information in the tables that follow are reconciled to comparable information presented using GAAP, derived by adjusting amounts determined in accordance with GAAP for certain items presented in the accompanying selected operating statement data.

The adjustments for the three and six months ended June 30, 2025 relate to stock-based compensation, loss attributable to noncontrolling interest, depreciation and amortization, interest and other income and income tax expense (benefit).

	Three Months Ended June 30,	
	2025	2024
	(in thousands)	
Loss from Continuing Operations, net of tax	\$ (492)	\$ (586)
Stock-based compensation	(15)	26
Loss attributable to noncontrolling interest	16	33
Depreciation and amortization	41	55
Other (expense) income, net	(4)	-
Income tax expense (benefit)	-	4
Adjusted EBITDA	<u>\$ (454)</u>	<u>\$ (468)</u>

	Six Months Ended June 30,	
	2025	2024
	(in thousands)	
Loss from Continuing Operations	\$ (1,233)	\$ (1,393)
Stock-based compensation	22	110
Loss attributable to noncontrolling interest	35	48
Depreciation and amortization	82	107
Other (expense) income, net	31	2
Income tax expense (benefit)	-	6
Adjusted EBITDA	<u>\$ (1,063)</u>	<u>\$ (1,120)</u>

About Professional Diversity Network

Professional Diversity Network, Inc. (NASDAQ: IPDN) is a holding company and operates three business units: TalentAlly, LLC, NAPW, Inc. and RemoteMore USA, Inc.

TalentAlly, LLC ("TalentAlly" or "TalentAlly Network") consists of several online professional job seeker communities dedicated to serving professionals in the United States and employers seeking to hire talent from a wide range of sources with many demographics represented. We use the word "professional" to describe any person interested in TalentAlly's websites or career fairs presumably for the purpose of career advancement or related benefits offered by the Company, whether or not such person is employed and regardless of the level of education or skills possessed by such person. Leveraging the power of our affinity job seeker groups, these professionals harness the relationships with employers and recruiters to help advance their careers. TalentAlly operate these recruitment affinity groups within the following sectors: Women, Hispanic-Americans, African-Americans, Asian-Americans, persons with disabilities, Military Professionals, and LGBTQ+. In addition, the Company also manages the job seeker websites and career fairs for prominent diverse membership-based organizations, including but not limited to NAACP, National Urban League, and Kappa Alpha Psi. Employers and recruiters benefit from the Company's relationship with these organizations, which allows them to access a large pool of qualified job seekers in a centralized manner. TalentAlly is 100% owned and operated by PDN, Inc.

NAPW Network Inc. ("NAPW" or "NAPW Network") is a networking organization for professional women, whereby its members can develop their professional networks, further their education and skills, and promote their business and career accomplishments. NAPW provides its members with opportunities to network and develop valuable business relationships with other professionals through its website, as well as at virtual and in-person events hosted at its local chapters across the country. NAPW is 100% owned and operated by PDN, Inc.

RemoteMore USA ("RemoteMore USA" or "RemoteMore") is an innovative, global entity that provides remote-hiring marketplace services for developers and companies. RemoteMore connects companies with reliable, cost-efficient, vetted developers, and empowers software developers to find meaningful jobs regardless of their location. As of March 31, 2025, PDN, Inc. owned 82.63% of RemoteMore USA, Inc. The Company consolidates RemoteMore USA's operations into its consolidated financial statements.

Forward-Looking Statements

This press release contains certain forward-looking statements based on our current expectations, forecasts and assumptions that involve risks and uncertainties. This release does not constitute an offer to sell or a solicitation of offers to buy any securities of any entity. Forward-looking statements in this release are based on information available to us as of the date hereof. Our actual results may differ materially from those stated or implied in such forward-looking statements, due to risks and uncertainties associated with our business, which include the risk factors disclosed in our most recently filed Annual Report on Form 10-K and in our subsequent filings with the Securities and Exchange Commission. Forward-looking statements include statements regarding our expectations, beliefs, intentions or strategies regarding the future and can be identified by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "should," and "would" or similar words. We assume no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise. Our most recently filed Annual Report on Form 10-K, together with this press release and the financial information contained herein, are available on our website, www.ipdn.com. Please click on "Investor Relations."

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