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): September 11, 2026 (September 10, 2026)

PROFESSIONAL DIVERSITY NETWORK, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-35824**	**80-0900177**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

55 E. Monroe Street, Suite 2120, Chicago, Illinois 60603
(Address of Principal Executive Office) (Zip Code)

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

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.0001 par value	IPDN	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 checkmark 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 3.03 **Material Modification to Rights of Security Holders.**

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

Item 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 11, 2026, Professional Diversity Network, Inc., a Delaware corporation (the "Company"), acting pursuant to authority received at a special meeting of its stockholders on July 13, 2026 (the "Special Meeting") and by its board of directors on August 26, 2026, filed with the Secretary of State of the State of Delaware a certificate of amendment (the "Charter Amendment") to the Company's certificate of incorporation, as amended (the "Certificate of Incorporation"). The Charter Amendment effected a one-for-thirty reverse stock split (the "Reverse Stock Split") of the Company's outstanding shares of common stock, par value $0.0001 per share (the "Common Stock"), effective as of 5:30 p.m. Eastern Time on September 11, 2026 (the "Effective Time").

The Reverse Stock Split will not change the total number of shares of Common Stock that the Company is authorized to issue or the par value per share of the Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. All of shares of post-split Common Stock were rounded up to the nearest whole number of such shares. The Reverse Stock Split will result in proportionate adjustments to the number of shares of Common Stock issuable upon the exercise or conversion of the Company's outstanding equity awards, options, warrants and other securities convertible into or exercisable or exchangeable for Common Stock, as well as the applicable exercise or conversion prices, in each case in accordance with the terms of the applicable plans, agreements or securities. In particular, the Reverse Stock Split constitutes a "Share Combination Event" under the common warrants issued by the Company on August 13, 2026 (the "Common Warrants"), as disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 13, 2026. Accordingly, the exercise price of, and the number of shares of Common Stock issuable upon exercise of, the Common Warrants will be adjusted pursuant to the Share Combination Event provisions of the Common Warrants. The Company will notify the holders of the Common Warrants of the applicable adjustments in accordance with the notice provisions of the Common Warrants.

The new CUSIP number for the Common Stock is 74312Y509. The Common Stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis at the start of trading on September 14, 2026.

The Company's transfer agent, Transhare Corporation, is acting as exchange agent for the Reverse Stock Split. Stockholders holding their shares electronically in book-entry form or through a bank, broker or other nominee are not required to take any action in connection with the Reverse Stock Split. Transhare Corporation will provide instructions to stockholders of record holding certificated shares regarding the exchange of their stock certificates.

The foregoing summary of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 (i)(a) to this Current Report on Form 8-K (this "Report") and incorporated herein by reference.

Item 8.01 **Financial Statements and Exhibits.**

On September 10, 2026, the Company issued a press release with respect to the Reverse Stock Splits. A copy of such press release is filed as Exhibit 99.1 to this Report and is incorporated herein by reference.

Forward-Looking Statements

Exhibit 99.1 attached hereto contains, and may implicate, forward-looking statements regarding the Company, and include cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
3.1(i)(a)	Certificate of Amendment to the Certificate of Incorporation, as amended, of Professional Diversity Network, Inc.
99.1	Press Release, dated September 10, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Professional Diversity Network, Inc.

Date: September 11, 2026	By:	*/s/ Bella Gu*
	Name:	Bella Gu
	Title:	Chief Financial Officer

Exhibit 3.1(i)(a)

CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
PROFESSIONAL DIVERSITY NETWORK, INC.

Professional Diversity Network, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "***Company***"), does hereby certify as follows:

1. The name of the Company is Professional Diversity Network, Inc., and the Company was originally incorporated pursuant to the General Corporation Law on January 31, 2012.

2. The Amended and Restated Certificate of Incorporation of the Company (the "***Certificate of Incorporation***") is hereby amended as follows:

   A new Section 4.4 is added to Article IV of the Certificate of Incorporation to provide in its entirety as follows:

   4.4 Upon 5:30 p.m. Eastern Time on the effective date of this certificate of amendment with the office of the Secretary of State of the State of Delaware (the "***Effective Time***"), each twenty-four (24) outstanding shares of Common Stock outstanding immediately prior to the Effective Time (the '***Old Common Stock***") shall be combined and converted into one (1) share of Common Stock (the "***New Common Stock***") based on a ratio of one share of New Common Stock for each thirty (30) shares of Old Common Stock (the "***Reverse Split Ratio***"). This reverse stock split (the '***Reverse Split***") of the outstanding shares of Common Stock shall not affect the total number of shares of capital stock, including the Common Stock, that the Company is authorized to issue, which shall remain as set forth under this Article IV.

   The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock shall be rounded up to the nearest whole number of such shares. All references to "Common Stock" in these Articles shall be to the New Common Stock.

   The Reverse Split will be effectuated on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis, except that the Reverse Split will be effectuated on a certificate-by-certificate basis for shares held by registered holders. For shares held in certificated form, certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Common Stock shall, after the Effective Time, represent a number of shares of New Common Stock as is reflected on the face of such certificates for the Old Common Stock, divided by the Reverse Split Ratio and rounded up to the nearest whole number. The Corporation shall not be obligated to issue new certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

3. This Amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed as of 11th day of September, 2026.

PROFESSIONAL DIVERSITY NETWORK, INC.

By: */s/ Bella Gu*
Name: Bella Gu
Title: Chief Financial Officer

Professional Diversity Network Announces 1-for-30 Reverse Stock Split

CHICAGO, September 10, 2026 — Professional Diversity Network, Inc. (NASDAQ: IPDN) (the "Company") today announced that it will effect a 1-for-30 reverse stock split of its outstanding common stock.

The reverse stock split is expected to become effective at 5:30 p.m. Eastern Time on September 11, 2026, and the Company's common stock is expected to begin trading on a split-adjusted basis on the Nasdaq Capital Market at the opening of trading on September 14, 2026.

The Company's common stock will continue to trade under the ticker symbol "IPDN" and will trade under a new CUSIP number following the effectiveness of the reverse stock split.

At the effective time, every 30 shares of the Company's issued and outstanding common stock will automatically be consolidated into one share of common stock. The reverse stock split will not change the total number of shares of capital stock that the Company is authorized to issue.

No fractional shares will be issued in connection with the reverse stock split. Any fractional share resulting from the reverse stock split will be rounded up to the nearest whole share. Based on the 19,974,323 shares of common stock issued and outstanding as of September 9, 2026, approximately 665,811 shares of common stock are expected to be issued and outstanding immediately following the reverse stock split, subject to adjustment as a result of the rounding of fractional shares.

The reverse stock split will apply uniformly to all holders of the Company's common stock and will not alter any stockholder's percentage ownership interest in the Company, except for immaterial adjustments that may result from the treatment of fractional shares.

The Company's transfer agent, Transhare Corporation, will act as the exchange agent in connection with the reverse stock split. Stockholders holding shares electronically in book-entry form or through a bank, broker or other nominee will have their shares adjusted automatically to reflect the reverse stock split, subject to the treatment of fractional shares described above.

About Professional Diversity Network

Professional Diversity Network, Inc. (Nasdaq: IPDN) is a technology holding company operating businesses across workforce solutions, remote talent and artificial intelligence. Through its operating platforms and strategic initiatives, the Company seeks to connect talent, technology and opportunity while developing new technology-driven businesses designed to create long-term shareholder value.

With the formation of PDN Intelligence, the Company intends to explore potential expansion into artificial intelligence infrastructure and GPU-powered computing.

For more information, please visit *www.ipdn.com*.

Forward-Looking Statements

This press release 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. 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. Specifically, statements regarding the timing and implementation of the reverse stock split and the expected commencement of trading on a split-adjusted basis. Forward-looking statements speak only as of the date of this press release. The Company undertakes no obligation to update or revise any forward-looking statement except as required by applicable law. Our most recently filed Annual Report on Form 10-K, together with this press release, are available on our website, *www.ipdn.com*. Please click on "Investor Relations."

Investor Relations Contact:
Professional Diversity Network, Inc.
Email: investors@ipdn.com