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): November 16, 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 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	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 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 November 16, 2026, Professional Diversity Network, Inc. (the "Company") issued a press release announcing its financial and operational results for the three months ended September 30, 2026. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this "Form 8-K") and is incorporated herein by reference.

The information contained in this Form 8-K provided under Items 2.02 and 7.01 and Exhibit 99.1 attached hereto are furnished to, but shall not be deemed filed with, the U.S. Securities and Exchange Commission or incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 7.01 Regulation FD Disclosure.

Reference is made to the disclosure in Item 2.02 of this Form 8-K, which disclosure is incorporated herein by reference.

Forward-Looking Statements

Exhibit 99.1 attached hereto contains, and may implicate, forward-looking statements regarding the Company, and includes 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

99.1	Press Release dated November 16, 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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Professional Diversity Network, Inc.

Date: November 16, 2026

/s/ Yiran Gu
Yiran Gu
Chief Executive Officer & Chief Financial Officer

Professional Diversity Network, Inc. Announces Financial Results for the Quarter Ended September 30, 2026

Chicago, IL, November 16, 2026 (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 September 30, 2026.

"Our third quarter results reflect our continued focus on financial discipline, operational efficiency, and strategic business development," said Bella Gu, Chief Executive Officer and Chief Financial Officer of IPDN. "We have made meaningful progress in strengthening our working capital position and managing operating expenses while continuing to explore new growth opportunities. The launch of our graphics processing unit ("GPU") computing initiative through PDN Intelligence, Inc. represents an important step in our strategy to expand into artificial intelligence ("AI") infrastructure and computing services. Looking ahead, we remain committed to optimizing our existing operations, pursuing opportunities in emerging technologies, and creating long-term value for our shareholders."

Third Quarter Financial Highlights:

- Working capital from continuing operations improved to approximately $0.2 million, compared to a working capital deficit of approximately $4.0 million at year-end 2025.
- Sales and marketing expenses decreased approximately 24%, and general and administrative expenses decreased approximately 33% for the first nine months of 2026, compared to the same period in 2025.
- Launch of GPU Computing Initiative: The Company established PDN Intelligence, Inc. to explore opportunities in AI infrastructure and GPU-based computing services, with plans to provide computing capacity to enterprises, AI developers, and technology companies.

Financial Results for the Three Months Ended September 30, 2026

Revenues

During the three months ended September 30, 2026, total revenues decreased approximately $795,000, or 48.2%, to approximately $856,000, compared to approximately $1,651,000 in the prior-year period, primarily driven by a $337,000 decline in recruitment services revenue and a $459,000 decrease in contracted software development revenue, partially offset by a $1,000 increase in consumer advertising and marketing solutions revenue.

During the three months ended September 30, 2026, TalentAlly generated approximately $547,000 in revenues compared to approximately $883,000 in revenues during the three months ended September 30, 2025, a decrease of approximately $336,000, or 38.1%. The decrease in the TalentAlly Network segment was due to reduced demand for online recruitment and hiring solutions, consistent with broader market conditions affecting the talent acquisition industry. In addition, certain employers moderated or deferred spending on diversity, equity, and inclusion focused initiatives, which contributed to the decrease in demand for certain of our offerings. The Company continues to monitor these trends and adjust its operating strategy accordingly.

During the three months ended September 30, 2026, RemoteMore revenue was approximately $309,000, compared to revenues of approximately $768,000 during the same period in the prior year, a decrease of approximately $459,000, or 59.8%. The decrease in the RemoteMore segment was due to reduced customer demand for outsourced software development and technical staffing services. Customers continued to exercise greater caution in technology spending, while advancements in AI-driven development tools have enabled some organizations to perform certain development functions with fewer external resources, resulting in lower demand for traditional outsourced development services.

The Company continues to explore opportunities in AI infrastructure and GPU-powered computing services through its newly established business segment, PDN Intelligence, Inc. The initiative is focused on the potential development of GPU-based computing infrastructure and services to support enterprises, AI developers, research teams, and technology companies. No revenue from GPU-powered computing services was recognized during the three months ended September 30, 2026. The Company continues to evaluate opportunities to develop and commercialize these services.

The Company's licensing service initiatives are in the early stages of development. Since September 2025, the Company has acquired the copyrights to 28 original musical works. As of September 30, 2026, the copyright assets had not generated revenue. The Company is in the process of developing and implementing commercialization strategies, including licensing and promotional activities, for these copyright assets. While management intends to pursue revenue-generating opportunities related to these assets, there can be no assurance as to the timing or extent of any revenue that may be generated.

Costs and Expenses

Cost of revenues: Cost of revenues during the three months ended September 30, 2026 was approximately $598,000, a decrease of approximately $362,000, or 37.7%, from approximately $960,000 during the same period of the prior year. The decrease was primarily attributable to an approximate $402,000 reduction in RemoteMore's contract costs, consisting of fees paid to external developers, which declined in line with lower related revenues. Partially offsetting the decreases was an increase of approximately $40,000 in event-related costs, primarily due to higher costs associated with in-person events.

Sales and marketing expense: Sales and marketing expense during the three months ended September 30, 2026 was approximately $343,000, a decrease of approximately $26,000, or 7.0%, from $369,000 during the same period in the prior year. The decrease was predominantly attributed to approximately $24,000 of reduced payroll and commission related costs, $2,000 reduction in marketing and marketing-related consulting and software costs. The overall reduction in sales and marketing expenses was driven by lower revenue levels and improved operational efficiency, which collectively resulted in decreased spending across payroll, marketing, consulting, and other related services.

General and administrative expense: General and administrative expenses decreased by approximately $1,226,000, or 47.2%, to approximately $1,372,000 during the three months ended September 30, 2026, as compared to approximately $2,598,000 during the same period in the prior year. The decrease was primarily attributable to a reduction of approximately $1,647,000 in consulting expenses following the completion of consulting services related to new business areas, including entertainment assets, musical copyrights, and Web 3.0 technologies; a reduction of approximately $12,000 in other purchased services due to workforce reductions and lower software subscription and information technology service costs; a reduction of approximately $77,000 in bad debt expense due to improved collections; and a reduction of approximately $91,000 in payroll-related costs due to workforce restructuring and system automation. These decreases were partially offset by an increase of approximately $601,000 in financing costs, primarily due to increased capital-raising activities.

Depreciation and amortization expense: Depreciation and amortization expense during the three months ended September 30, 2026 was approximately $1,189,000, an increase of approximately $1,150,000 or 2,948.7%, compared to approximately $39,000 during the same period in the prior year. The increase was primarily attributable to the amortization of musical works copyrights acquired by the Company, which are being amortized over an estimated 18-month useful life based on the expected peak streaming period.

Net Loss from Continuing Operations, Net of Tax

As a result of the factors discussed above, during the three months ended September 30, 2026, we incurred a net loss from continuing operations of approximately $2,652,000, an increase in the net loss of approximately $322,000, compared to a net loss of approximately $2,330,000 during the three months ended September 30, 2025, primarily driven by an increase of approximately $290,000 in net loss from TalentAlly, an increase of approximately $5,000 in net loss from PDN Intelligence and approximately $1,156,000 in amortization expenses related to acquired musical works copyrights under Corporate Licensing Service, partially offset by a decrease of approximately $71,000 in net loss from RemoteMore and an improvement of approximately $1,058,000 in Corporate Overhead, primarily attributable to reduced consulting expenses.

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

	September 30, 2026	December 31, 2025
	(in thousands)	
Current Assets:		
Cash and cash equivalents	$ 755	$ 212
Restricted cash	$ 2,495	$ 1,250
Other current assets	580	1,080
Current assets from discontinued operations	-	18
Total current assets	$ 3,830	$ 2,560
Long-term assets	13,755	15,308
Total Assets	$ 17,585	$ 17,868
Current liabilities from continuing operations	$ 3,619	$ 6,467
Current liabilities from discontinued operations	-	136
Total long-term liabilities	-	82
Total liabilities	$ 3,619	$ 6,685
Total Professional Diversity Network, Inc. stockholders' equity	14,544	11,750
Noncontrolling interest	(578)	(567)
Total liabilities and stockholders' equity	$ 17,585	$ 17,868

Summary of Financial Operations

	Nine Months Ended September 30,		Change (Dollars)	Change (Percent)
	2026	2025		
	(in thousands)			
Revenues:				
Recruitment services	$ 1,753	$ 2,673	$ (920)	(34.4)%
Contracted software development	1,671	1,925	(254)	(13.2)%
Consumer advertising and marketing solutions	19	17	2	11.8%
GPU-powered computing service	-	-	-	0.0%
Corporate licensing services	-	-	-	0.0%
Total revenues	$ 3,443	$ 4,615	$ (1,172)	(25.4)%
Cost and expenses:				
Cost of revenues	$ 2,326	$ 2,595	$ (269)	(10.4)%
Sales and marketing	991	1,303	(312)	(23.9)%
General and administrative	2,718	4,054	(1,336)	(33.0)%
Depreciation and amortization	3,577	121	3,456	2,856.2%
Total pre-tax cost and expenses:	$ 9,612	$ 8,073	$ 1,539	19.1%
Consolidated net loss from continuing operations, net of tax	$ (6,154)	$ (3,504)	$ (2,650)	(75.6)%
Basic and diluted loss per share:				
Net loss per share	$ (14.24)	$ (46.66)		
Weighted average outstanding shares used in computing net loss per common share:				
Basic and diluted	419,947	76,215		

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2026	2025		
	(in thousands)			
Revenues:				
Recruitment services	$ 540	$ 877	$ (337)	(38.4)%
Contracted software development	309	768	(459)	(59.8)%
Consumer advertising and marketing solutions	7	6	1	16.7%
GPU-powered computing service	-	-	-	0.0%
Corporate licensing services	-	-	-	0.0%
Total revenues	$ 856	$ 1,651	$ (795)	(48.2)%
Cost and expenses:				
Cost of revenues	$ 598	$ 960	(362)	(37.7)%
Sales and marketing	343	369	(26)	(7.0)%
General and administrative	1,372	2,598	(1,226)	(47.2)%
Depreciation and amortization	1,189	39	1,150	2,948.7%
Total pre-tax cost and expenses:	$ 3,502	$ 3,966	$ (464)	(11.7)%
Consolidated net loss from continuing operations, net of tax	$ (2,652)	$ (2,330)	$ (322)	(13.8)%
Basic and diluted loss per share:				
Net loss per share	$ (4.31)	$ (24.83)		
Weighted average outstanding shares used in computing net loss per common share:				
Basic and diluted	559,811	94,957		

Summary of Cash Flows from Continuing Operations

	Nine Months Ended September 30,	
	2026	2025
Cash provided by (used in) continuing operations	(in thousands)	
Operating activities	$ (3,036)	$ (3,497)
Investing activities	(182)	(4,204)
Financing activities	5,006	6,234
Cash provided by (used in) discontinued operations		
Operating activities	(5)	1
Net increase (decrease) in cash, cash equivalents, and restricted cash	$ 1,783	$ (1,466)

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 nine months ended September 30, 2026 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 September 30,	
	2026	2025
	(in thousands)	
Loss from Continuing Operations, net of tax	$ (2,652)	$ (2,330)
Stock-based compensation	-	18
Loss attributable to noncontrolling interest	4	17
Depreciation and amortization	1,189	39
Other (expense) income, net	7	15
Income tax expense (benefit)	-	-
Adjusted EBITDA	$ (1,452)	$ (2,241)

	Nine Months Ended September 30,	
	2026	2025
	(in thousands)	
Loss from Continuing Operations	$ (6,154)	$ (3,504)
Stock-based compensation	62	40
Loss attributable to noncontrolling interest	11	52
Depreciation and amortization	3,577	121
Other (expense) income, net	(15)	46
Income tax expense (benefit)	-	-
Adjusted EBITDA	$ (2,519)	$ (3,245)

About Professional Diversity Network

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

TalentAlly 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 operates 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.

RemoteMore USA 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 September 30, 2026, PDN, Inc. owned 84.58% of RemoteMore USA, Inc. The Company consolidates RemoteMore USA's operations into its consolidated financial statements.

PDN Intelligence, Inc. was established with the goal of exploring the development of an infrastructure platform that could potentially support the computing needs of enterprises, AI developers, research teams and technology companies. Its planned activities may include acquiring or otherwise securing access to advanced GPU systems, deploying computing resources through qualified infrastructure partners, offering GPU-based computing capacity and supporting the development and operation of AI models, agents and enterprise applications.

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. Specifically, statements regarding our development of a Real World Asset Exchange are subject to numerous risks, including but not limited to: our ability to secure sufficient capital to fund the development and launch of the platform; the significant technological challenges in building a secure and scalable exchange; a highly uncertain and evolving regulatory landscape for digital assets and RWAs; intense competition from established financial institutions and other technology companies; our ability to attract asset issuers and investors to a new and unproven platform; and the risk that this new strategic direction may not be successful or generate the expected returns. Statements regarding our AI infrastructure and GPU-powered computing initiatives are also subject to numerous risks, including, but not limited to: our ability to obtain sufficient capital to acquire, lease, deploy and maintain advanced GPU systems and related infrastructure; our ability to identify and engage qualified infrastructure, data center and technology partners; our ability to develop, commercialize and scale GPU-based computing services; our ability to attract and retain enterprise customers, AI developers, research teams and other users; pricing pressure and intense competition from established cloud-computing providers and other AI infrastructure companies; cybersecurity, data privacy and regulatory risks; and the risk that these initiatives may be delayed, modified or terminated, may require greater investment than anticipated, or may not generate expected revenue, returns or other benefits. 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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Source: Professional Diversity Network, Inc.
Released November 16, 2026