

**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 18, 2019

**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.)

801 W. Adams Street, Sixth Floor, Chicago, Illinois 60607  
(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, \$.01 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On November 18, 2019, Star Jones (“Ms. Jones”), the President and a member of the Board of Directors (the “Board”) of Professional Diversity Network, Inc. (the “Company”) tendered her resignation as a director of the Company effective immediately. Ms. Jones stated that her resignation from the Board was due to her disagreement over certain actions taken by the Board subsequent to the resignation of Maoji (Michael) Wang, the former CEO and Chairman of the Company. Ms. Jones intends to continue to serve as the President of the Company until December 31, 2019. Ms. Jones’ letter of resignation is attached as an exhibit to this report.

Ms. Jones has served as a director of the Company since September 2014. Other than as described above and in her letter of resignation, Ms. Jones did not indicate that her decision to resign from the Board was due to any other disagreement with the Company (as described in Item 5.02(a) of Form 8-K).

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

[99.1 Resignation Letter, dated November 18, 2019.](#)

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**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 19, 2019

*/s/ Adam He*

\_\_\_\_\_  
Adam He, Interim Chief Executive Officer and Chief Financial Officer

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November 18, 2019

Dear Members of the Board,

As previously stated during our most recent board meeting on Friday, November 15, 2019, I have serious questions about the ethics and legality of several actions taken by the IPDN Board of Directors subsequent to the abrupt resignation of Michael Wang, the former IPDN CEO last week.

The lack of financial and fiduciary transparency, my exclusion from important and consequential communications to the board of directors and the perception of overnight secret maneuvers and manipulations have made me question the independence of several members of the board of directors. I am therefore uncomfortable with the integrity of the acts and decisions of the IPDN Board of Directors.

Consequently, I can no longer in good conscience serve as a member of the IPDN Board of Directors and tender my resignation as an executive director, effective immediately.

I am informing legal counsel of this decision through this communication, and will rely upon him to file the necessary documents with the appropriate regulatory agencies that will accurately reflect my resignation and reasons thereof prior to the end of my term within the appropriate security guidelines and according to our legal and ethical obligations.

Please know that pursuant to my Executive Employment Agreement and my own duty of professionalism and ethics, I remain loyal to the success of IPDN and will continue to work towards that success.

Best Regards,

A handwritten signature in black ink, appearing to read "Star Jones", is written over a printed name and title.

**Star Jones**  
*President*

**Professional Diversity Network**  
**(NASDAQ: IPDN)**

**IPDN**

[ipdnusa.com](http://ipdnusa.com)

US - CHINA

IPDN • 801 W. ADAMS STREET • CHICAGO, IL 60608  
Phone: 516-453-6100 • E-mail: [sjones@ipdnusa.com](mailto:sjones@ipdnusa.com)

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