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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>He Xin</u> _____ (Last) (First) (Middle) C/O PDN INC. 55 EAST MONROE STREET, SUITE 2120 _____ (Street) CHICAGO IL 60603 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Professional Diversity Network, Inc. [IPDN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/19/2023		A		13,289 ⁽⁴⁾	A	\$0	200,938	D	
Common Stock	07/19/2023		A		40,000 ⁽²⁾	A	\$0	240,938	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units ⁽¹⁾	\$0	07/19/2023		A		80,000		(2)	(2)	Common Stock	80,000	\$0	95,000 ⁽³⁾	D	

Explanation of Responses:

- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- On July 18, 2023, the Company granted an award of 120,000 shares of Restricted Stock Units to Mr. He in connection with the execution of an employment agreement between the Company and Mr. He. The Restricted Stock Units issued to the executive will vest in accordance with the following schedule: (i) 40,000 shares underlying the Restricted Stock Units were vested on July 19, 2023, (ii) 40,000 shares underlying the Restricted Stock Units will vest on July 18, 2024, and (iii) 40,000 shares underlying the Restricted Stock Units will vest on July 18, 2025.
- Includes an option to acquire 15,000 shares of the Issuer's Common Stock that was issued to Mr. He prior to the reported transactions.
- Mr. He received 13,289 shares as bonus compensation on July 19, 2023.

/s/ Xin He 07/31/2023
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.