

Professional Diversity Network, Inc.  
Form SC TO-I/A  
October 27, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO  
(Amendment No. 2)  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
Of the Securities Exchange Act of 1934

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Professional Diversity Network, Inc.  
(Name of Subject Company (Issuer) and Filing Person (Offeror))

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Common Stock, par value \$0.01 per share  
(Title of Class of Securities)  
74312Y202  
(CUSIP Number of Class of Securities)

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David Mecklenburger  
Chief Financial Officer  
801 W. Adams Street, Suite 600  
Chicago, Illinois 60607  
(312) 614-0950  
(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing persons)

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with a copy to:  
Kara L. MacCullough, Esq.  
Laurie Green, Esq.  
Greenberg Traurig, P.A.  
401 East Las Olas Boulevard Suite 2000  
Fort Lauderdale, FL 33301  
(954) 765-0500

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#### CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$3,000,000	\$302.10

Estimated for purposes of calculating the filing fee only. The amount assumes the purchase of 312,500 shares of the \* outstanding common stock, par value \$0.01 per share, of Professional Diversity Network, Inc. at a price of \$9.60 per share in cash. The number of shares and price per share described in this offer to purchase reflect the effect of a 1-for-8 reverse stock split, which became effective on September 27, 2016.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$100.70 per million dollars of the value of the transaction.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$302.10 Filing Party: Professional Diversity Network, Inc.  
Form or Registration No.: 5-87999 Date Filed: September 28, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.  
issuer tender offer subject to Rule 13e-4.  
going-private transaction subject to Rule 13e-3.  
amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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This Amendment No. 2 (the “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO (as it may be further amended or supplemented from time to time, the “Schedule TO”) initially filed by Professional Diversity Network, Inc., a Delaware corporation (the “Company”), on September 28, 2016, and amended on October 11, 2016, pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in connection with the Company’s offer to purchase for cash up to 312,500 shares of its common stock, par value \$0.01 per share (the “Shares”), at a price of \$9.60 per Share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated September 28, 2016 (the “Offer to Purchase”), a copy of which is filed as Exhibit (a)(1)(A) to the Schedule TO, and the related Letter of Transmittal, a copy of which is filed as Exhibit (a)(1)(B) to the Schedule TO, which together, as they may be amended or supplemented from time to time, constitute the tender offer.

All information in the Offer to Purchase, including all attachments thereto, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used and not otherwise defined in this Amendment No. 2 shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Items 1, 4 and 11. Summary Term Sheet; Terms of the Transaction; Additional Information.

Items 1, 4, and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

“On October 27, 2016, the Company announced an extension of the expiration of the Tender Offer until 10:00 a.m., New York City time, on November 7, 2016, unless further extended or terminated. The Tender Offer, which was previously scheduled to expire at 10:00 a.m., New York City time, on October 27, 2016, was extended to allow additional time for receipt of CFIUS approval with respect to the Share Issuance, which is a condition to the Tender Offer.

The Depository has advised the Company that as of 10:00 a.m., New York City time, on October 27, 2016, approximately 1,023,818 shares have been validly tendered and not withdrawn pursuant to the Tender Offer, representing approximately 56.41% of the outstanding shares. The press release announcing the extension of the Tender Offer is attached hereto as Exhibit (a)(5)(B).”

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFESSIONAL DIVERSITY  
NETWORK, INC.

By: /s/ David Mecklenburger  
Name: David Mecklenburger  
Title: Chief Financial Officer  
Date: October 27, 2016

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EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase, dated September 28, 2016.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Summary Advertisement published on September 28, 2016.*
(a)(5)(A)	Press Release issued by the Company on September 28, 2016.*
(a)(5)(B)	Press Release issued by the Company on October 27, 2016.
(d)(1)	Stock Purchase Agreement, dated August 12, 2016, by and between the Company and Cosmic Forward Limited (incorporated by reference to Exhibit 2.1 of the Company's Form 8-K filed August 15, 2016).
(d)(2)	Professional Diversity Network, Inc. 2013 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.15 of Amendment No. 12 to the registrant's Registration Statement on Form S-1 (No. 333-181594) filed with the SEC on February 28, 2013).
(d)(3)	Restricted Stock Agreement, dated September 24, 2014, between the Company and Christopher Wesser (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed December 30, 2014).
(d)(4)	Restricted Stock Agreement, dated September 24, 2014, between the Company and Star Jones (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed December 30, 2014).
(d)(5)	Registration Rights and Lock-Up Agreement among the Company, Matthew B. Proman, Star Jones and Christopher Wesser, dated as of September 24, 2014 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 26, 2014).
(d)(6)	Confidential Separation Agreement and Mutual Release of All Claims, dated as of July 16, 2015, between the Company and Matthew B. Proman (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q filed with the SEC on November 16, 2015).

\* Previously filed

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