

Professional Diversity Network, Inc.  
 Form 4  
 April 25, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Kirsch James R

2. Issuer Name and Ticker or Trading Symbol  
 Professional Diversity Network, Inc.  
 [IPDN]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Chief Executive Officer

(Last) (First) (Middle)  
 C/O PROFESSIONAL DIVERSITY NETWORK, INC., 801 W. ADAMS ST., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
 04/24/2014

(Street)  
 CHICAGO, IL 60607

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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. 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 Ownership (Instr. 4)
Common Stock	04/24/2014		G <sup>(1)</sup>	V 3,000 D \$ 0	1,054,826 <sup>(1)</sup> <sub>(2)</sub>	D	
Common Stock	04/24/2014		G <sup>(3)</sup>	V 1,000 A \$ 0	1,000	I	By daughter <sup>(3)</sup>
Common Stock	04/24/2014		G <sup>(4)</sup>	V 1,000 A \$ 0	1,000	I	By son <sup>(4)</sup>
Common Stock	04/24/2014		G <sup>(5)</sup>	V 1,000 A \$ 0	1,000	I	By daughter

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirsch James R C/O PROFESSIONAL DIVERSITY NETWORK, INC. 801 W. ADAMS ST., SUITE 600 CHICAGO, IL 60607			Chief Executive Officer	

## Signatures

/s/ David Mecklenburger, 04/24/2014  
Attorney-In-Fact

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) This transaction involved a gift of securities by the reporting person to each of his three children, one of whom shares the same household as the reporting person and the other two of whom each hold such securities subject to the investment power of the reporting person.
  - (2) The total number of shares owned reported here excludes 203,127 shares mistakenly included in the total number of shares owned that were reported in a Form 4 filed by the reporting person with the Securities and Exchange Commission on August 21, 2013.

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- (3) These shares are held by the reporting person's daughter who shares the same household as the reporting person.
- (4) The reporting person has investment power over these securities, which are held in an account for the reporting person's son.
- (5) The reporting person has investment power over these securities, which are held in an account for the reporting person's daughter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.