

Professional Diversity Network, Inc.
 Form 4
 June 09, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/05/2014

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Executive Officer

C/O PROFESSIONAL DIVERSITY NETWORK, INC., 801 W. ADAMS ST., SUITE 600

(Street)

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

CHICAGO, IL 60607

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/05/2014 | | P(1) | A | 1,100 | \$ 4.29 | 1,055,926 D |
| Common Stock | 06/06/2014 | | P(1) | A | 1,100 | \$ 4.28 | 1,057,026 D |
| Common Stock | 06/09/2014 | | P(1) | A | 1,140 | \$ 4.28 | 1,058,166 D |
| Common Stock | | | | | | 1,000 | I By daughter (2) |

Edgar Filing: Professional Diversity Network, Inc. - Form 4

- (1) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2014.
- (2) These shares are held by the reporting person's daughter who shares the same household as the reporting person.
- (3) The reporting person has investment power over these securities, which are held in an account for the reporting person's son.
- (4) 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.