

Professional Diversity Network, Inc.

Form 4

April 25, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60607

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/24/2014		G ⁽¹⁾	V 3,000 D \$ 0	1,054,826 ⁽¹⁾ ₍₂₎	D	
Common Stock	04/24/2014		G ⁽³⁾	V 1,000 A \$ 0	1,000	I	By daughter ⁽³⁾
Common Stock	04/24/2014		G ⁽⁴⁾	V 1,000 A \$ 0	1,000	I	By son ⁽⁴⁾
Common Stock	04/24/2014		G ⁽⁵⁾	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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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,
Attorney-In-Fact

04/24/2014

__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.

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