

Professional Diversity Network, Inc.  
Form SC 13D/A  
April 08, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**PROFESSIONAL DIVERSITY NETWORK, INC.**

**(Name of Issuer)**

**Common Stock, Par Value \$0.01 Per Share**

**74312Y103**

**(CUSIP Number)**

**Barry L. Fischer**

**Thompson Coburn LLP**

**55 East Monroe Street**

**Suite 3700**

**Chicago, IL 60603**

**(312) 346-7500**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 28, 2014**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are being sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74312Y103

1 NAMES OF REPORTING PERSON

2 Individual Retirement Accounts for the benefit of Ronald L. Chez and Ronald L. Chez Individually  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

3 (a) " (b) "  
SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 PF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

6 ..  
CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 620,585  
8 SHARED VOTING POWER

OWNED BY

EACH 0  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0  
10 SHARED DISPOSITIVE POWER

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620,585

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

620,585

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Based upon 6,316,027 shares of the Issuer's Common Stock issued and outstanding as of March 26, 2014, as reported on the Issuer's Form 10-K for the fiscal year ended December 31, 2013.

Pursuant to Rule 13d-2 of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned Ronald L. Chez (the Reporting Person ) hereby amends his statement on Schedule 13D dated as of February 18, 2014; as amended by Amendment No. 1 to Schedule 13D dated March 12, 2014 (collectively, the Schedule 13D ). This Statement constitutes Amendment No. 2 to the Schedule 13D. Unless otherwise indicated herein, there are no material changes to the information set forth in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer:**

(a) This statement relates to 620,585 shares of Common Stock owned by the Reporting Person. Based on the Company s Form 10-K for the fiscal year ended December 31, 2013, 6,316,027 shares of Common Stock were outstanding as of March 26, 2014. Therefore, the 620,585 shares of Common Stock reported on this Schedule 13D represent approximately 9.8% of the Company s outstanding shares.

(b) The Reporting Person has the sole power (and no shared power) to vote, dispose of or direct the disposition of the Common Stock.

(c) Since the last filing of the Schedule 13D, the Reporting Person effected the following purchases of the Company s securities, each through open market transactions, on the dates, in the amounts, and at the prices per share shown below:

<b>Date</b>	<b>Shares</b>	<b>Unit Cost</b>
3/18/2014	13,000	\$ 3.4440
3/19/2014	8,700	\$ 3.3345
3/20/2014	1,300	\$ 3.3954
3/25/2014	28,900	\$ 3.5529
3/28/2014	16,600	\$ 3.3203
3/31/2014	2,600	\$ 3.3491
4/2/2014	3,400	\$ 3.3564
4/4/2014	4,000	\$ 3.3172

(d) Not applicable.

(e) Not applicable.

**SIGNATURE**

After reasonable 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.

Dated April 8, 2014.

By: /s/ Barry L. Fischer  
Barry L. Fischer, attorney-in-fact for  
Ronald L. Chez

- 4 -