Kirsch James R Form 4 August 22, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

Professional Diversity Network, Inc.

Symbol

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1. Name and Address of Reporting Person *

1(b).

(Print or Type Responses)

Kirsch James R

			[IPDN]			(Check an applicable)					
NETWORK	· / / / · · · /			of Earliest Transaction Day/Year) 2017				Director 10% Owner Officer (give title Other (specify below) Executive Co-Chairman			
	(Street) 4. If Amendment,				te Origina	1		6. Individual or Joint/Group Filing(Check			
CHICAGO,	Filed(Mon			nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01	08/18/2017			P	1,000	A	\$ 5.962	136,738	D		
Common Stock, par value \$0.01								1,000	I	By daughter (1)	
Common Stock, par value \$0.01								1,000	I	By son (2)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transac Code (Instr. 8	5. ctionNumber of Security Acquires (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day, ive ies ed ed	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kirsch James R C/O PROFESSIONAL DIVERSITY NETWORK, INC. 801 W. ADAMS, SIXTH FLOOR CHICAGO, IL 60607

Executive Co-Chairman

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Gary Xiao, Attorney-in-Fact 08/21/2017

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

Reporting Owners 2

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(3) 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, <i>see</i> 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.