

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

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**Form S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Professional Diversity Network, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7370**  
(Primary Standard Industrial  
Classification Code Number)

**83-0374250**  
(I.R.S. Employer  
Identification No.)

**801 W. Adams Street  
Suite 600, Chicago, Illinois 60607  
(312) 614-0950**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**James Kirsch  
Chief Executive Officer  
Professional Diversity Network, Inc.  
801 W. Adams Street  
Suite 600, Chicago, Illinois 60607  
(312) 614-0950**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Michael M. Froy, Esq.  
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340 Madison Avenue  
New York, NY 10173  
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**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	\$1,188,150	\$162.07

In accordance with Rule 457(o) under the Securities Act of 1933, the number of shares being registered and the proposed maximum offering price per share are not included in this table.

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-181594), as amended, is hereby registered. The registrant previously paid \$3,311.03 in connection with the Registration Statement on Form S-1 (File No. 333-181594).

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

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### **EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) (this “462(b) Registration Statement”) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-181594) filed by Professional Diversity Network, Inc. with the Securities and Exchange Commission (the “Commission”), as amended, including the exhibits thereto, which was declared effective by the Commission on March 4, 2013, is incorporated herein by reference.

This 462(b) Registration Statement is being filed for the purpose of registering additional shares of our common stock, par value \$0.01 per share, which will be offered pursuant to this 462(b) Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.



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**Registration Statement On Form S-1**

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Form of Opinion of SNR Denton US LLP, counsel to the Registrant, with respect to the legality of securities being registered.
23.1	Consent of Marcum LLP
23.2	Consent of SNR Denton US LLP (see Exhibit 5.1)

March 5, 2013

Professional Diversity Network, Inc.  
801 W. Adams St., Suite 600  
Chicago, IL 60607

Re: Professional Diversity Network, Inc.  
*Registration Statement on Form S-1*

Ladies and Gentlemen:

We are acting as counsel to Professional Diversity Network, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of shares of its Common Stock, par value \$0.01 per share (the "Common Stock"), including shares of Common Stock to cover over-allotments, if any, and the Underwriters' Warrant, pursuant to a registration statement on Form S-1 (File 333-181594), originally filed with the Securities and Exchange Commission (the "Commission") on May 23, 2012, as amended, under the Securities Act of 1933, as amended (the "Securities Act") (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement") and the registration statement on Form S-1 filed with the Commission on March 6, 2013 pursuant to Rule 462(b) (the "462(b) Registration Statement"). The shares of Common Stock to be sold pursuant to the 462(b) Registration Statement are referred to herein as the "462(b) Shares."

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated herein and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the 462(b) Shares, when issued against payment therefor, will be legally issued, fully paid and non-assessable.

This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretation thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ SNR DENTON LLP

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT**

We consent to the inclusion in this Registration Statement of Professional Diversity Network, LLC on Form S-1 of our report dated April 16, 2012, with respect to our audits of the financial statements of Professional Diversity Network, LLC as of December 31, 2011 and 2010 and for the years then ended, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our firm under the heading "Experts" in such Prospectus.

/s/ Marcum LLP

Marcum LLP  
New York, New York  
March 6, 2013