

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

**Post-Effective Amendment No. 1
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Professional Diversity Network, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)
801 W. Adams Street
Suite 600, Chicago, Illinois 60607
(312) 614-0950

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

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

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)

Michael M. Froy, Esq.
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SNR Denton US LLP
233 South Wacker Drive
Suite 7800
Chicago, IL 60606-6404
(312) 876-8000

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340 Madison Avenue
New York, NY 10173
(212) 547-5400

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

Accelerated filer
Smaller reporting company

EXPLANATORY NOTE

On March 4, 2013, the Registration Statement on Form S-1 of Professional Diversity Network, LLC (File No. 333-181594) (as amended, the "Registration Statement") was declared effective by the Securities and Exchange Commission and, on March 5, 2013, Professional Diversity Network, LLC, an Illinois limited liability company, converted to Professional Diversity Network, Inc. a Delaware corporation in accordance with and pursuant to the Contribution Agreement and Plan of Reorganization and Merger, by and between Professional Diversity Network, LLC and Professional Diversity Network, Inc. and dated as of March 5, 2013, as described in the Registration Statement. This Post-Effective Amendment No. 1 to the Registration Statement is being filed by Professional Diversity Network, Inc. for the purposes of (i) adopting the Registration Statement as its own and (ii) refiling exhibit 5.1 to reflect the consummation of reorganization of Professional Diversity Network, LLC into Professional Diversity Network, Inc.

Professional Diversity Network, Inc. hereby expressly adopts the Registration Statement as its own for all purposes of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended.

In addition, the persons set forth on the signature page to this Registration Statement represents the current Chief Executive Officer, Chief Financial Officer and the Board of Directors of Professional Diversity Network, Inc. and such persons have signed this Post-Effective Amendment No. 1 to the Registration Statement in such capacity.

No changes or additions are being made hereby to the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus is being omitted from this filing.

Information Not Required In Prospectus

Item 13. *Other Expenses of Issuance and Distribution.*

The following table sets forth the costs and expenses, other than the underwriting discounts and commissions and an accountable expense allowance of up to 1.5% of the gross proceeds from the sale of the firm shares, payable by us in connection with the sale of common stock being registered. All amounts shown are estimates, except the Securities and Exchange Commission registration fee, the Financial Industry Regulatory Authority, or FINRA, filing fee and the Nasdaq Capital Market listing fee.

	<u>Amount</u>
Securities and Exchange Commission registration fee	\$ 3,311.03
FINRA filing fee	\$ 4,141.15
NASDAQ Capital Market listing fee	\$ 50,000.00
Legal fees and expenses	\$ 580,000.00
Accounting fees and expenses	\$ 122,000.00
Printing expenses	\$ 181,079.00
Transfer agent and registrar fees and expenses	\$ 1,600.00
Miscellaneous	\$ 80,000.00
Total	<u>\$ 1,022,131.18</u>

Item 14. *Indemnification of Directors and Officers.*

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

Our amended and restated certificate of incorporation and amended and restated bylaws that we intend to adopt prior to the consummation of this offering limit the liability of our directors to the fullest extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for any:

- breach of their duty of loyalty to us or our stockholders;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares as provided in Section 174 of the Delaware General Corporation Law; or
- transaction from which the directors derived an improper personal benefit.

These limitations of liability do not apply to liabilities arising under federal securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission. Our proposed bylaws provide that we will indemnify our directors and officers, and may indemnify other employees and agents, to the fullest extent permitted by law.

The underwriting agreement (Exhibit 1.1 hereto) provides for indemnification by the underwriters of us and our executive officers and directors in connection with matters specifically provided in writing by the underwriters for inclusion in the registration statement, and by us of the underwriters for certain liabilities, including liabilities arising under the Securities Act.

Section 145(g) of the Delaware General Corporation Law permits a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation arising out of his or her actions in connection with their services to us, regardless of whether our proposed bylaws permit indemnification. Prior to the commencement of the offering, we intend to purchase and maintain insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

We intend to enter into indemnification agreements with our directors and executive officers, in addition to the indemnification provided for in our certificate of incorporation and amended and restated bylaws.

Item 15. Recent Sales of Unregistered Securities.

On March 5, 2013, as part of our reorganization from an Illinois limited liability company into a Delaware corporation, Professional Diversity Network, Inc. issued in a transaction exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, 3,693,227 shares of common stock to the four members of Professional Diversity Network, LLC in exchange for their interests in the limited liability company pursuant to the Debt Exchange Agreement and the Contribution Agreement and Plan of Reorganization and Merger as described in the Registration Statement.

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit Number	Description of Exhibit
1.1	Form of Underwriting Agreement.*
3.1	Form of Amended and Restated Certificate of Incorporation of the Registrant to be adopted.*
3.2	Form of Amended and Restated Bylaws of the Registrant to be adopted.*
4.1	Form of Common Stock Certificate.*
4.2	Form of Underwriters' Warrant (included in Exhibit 1.1)*
5.1**	Opinion of SNR Denton US LLP, counsel to the Registrant, with respect to the legality of securities being registered.
10.1†	Agreement between Monster Worldwide Inc. and the Registrant.*
10.2†	First Amendment to the Alliance Agreement between Monster Worldwide Inc. and the Registrant, dated April 18, 2008.*
10.3†	Second Amendment to the Alliance Agreement between Monster Worldwide Inc. and the Registrant, dated January 31, 2009.*
10.4†	Third Amendment to the Alliance Agreement between Monster Worldwide Inc. and the Registrant, dated February 2010.*
10.5	Fourth Amendment to the Alliance Agreement between Monster Worldwide Inc. and the Registrant, dated September 16, 2011.*
10.6	Master Services Agreement between Apollo Group and the Registrant, dated October 1, 2012.*
10.7#	Form of Employment Agreement to be entered into between the company and James Kirsch*
10.8#	Form of Employment Agreement to be entered into between the company and Rudy Martinez*
10.9	Form of Contribution and Reorganization Agreement*
10.10	Form of Debt Exchange Agreement*
10.11	Insertion Order between Apollo Group and the Registrant, dated June 11, 2012.*
10.12†	Diversity Recruitment Partnership Agreement between the Registrant and LinkedIn Corporation, dated as of November 6, 2012.*
10.13	Statement of Work by and between the Registrant and Apollo Group, dated October 1, 2012.*
10.14	Statement of Work by and between the Registrant and Apollo Group, dated April 1, 2013.*
10.15#	Professional Diversity Network, Inc. 2013 Equity Compensation Plan*
21	Subsidiaries of the Registrant - None.
23.1	Consent of Marcum LLP.*
23.2**	Consent of SNR Denton US LLP (see Exhibit 5.1)
24.1	Powers of Attorney*
99.1	Consent of Barry Feierstein*

Exhibit Number	Description of Exhibit
99.2	Consent of Stephen Pemberton*
99.3	Consent of Daniel Marovitz*
99.4	Consent of Andrea Saenz*
99.5	Draft registration statement, dated April 16, 2012, confidentially submitted to the SEC.*

* Previously filed

** Filed herewith

† Confidential treatment requested as to certain portions of this exhibit. Such portions have been redacted and submitted separately to the SEC.

Denotes a management contract or compensation plan or arrangement

All schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or related notes.

Schedule II. Valuation and Qualifying Accounts

All other schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or related notes.

Item 17. Undertakings.

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered, and the offering of these securities at that time shall be deemed to be the initial bona fide offering.

Professional Diversity Network, Inc.

Registration Statement On Form S-1

Exhibit Index

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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 (File No. 333-181594)

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1, File No. 333-181594, as amended (the "Registration Statement"), of Professional Diversity Network, LLC, an Illinois limited liability company that has, prior to the consummation of the offering described below, converted into Professional Diversity Network, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration by the Company of up to 3,150,000 shares of the Company's common stock (the "Common Stock"), par value \$0.01 per share including shares of Common Stock to cover over-allotments, if any, and the Underwriters' Warrant (the "Company 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 and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that when the reorganization of the Company is complete, then the Company Shares, when issued against payment therefor, will be duly authorized, 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