

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

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**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

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Date of Report: March 28, 2014

**Professional Diversity Network, Inc.**

*(Exact Name of Registrant as specified in its charter)*

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

**001-35824**  
*(Commission File No.)*

**80-0900177**  
*(IRS Employer  
Identification Number)*

**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)*

**Not Applicable**  
*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition**

On March 27, 2014, Professional Diversity Network, Inc. (the “Company”) issued a press release and held a conference call regarding financial results for the period ended December 31, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished on this Form 8-K, including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statement and Exhibits.****(d) Exhibits**

99.1 Press release of Professional Diversity Network, Inc., dated March 27, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PROFESSIONAL DIVERSITY NETWORK, INC.

Date: March 28, 2014

By:           /s/ David Mecklenburger            
David Mecklenburger  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release of Professional Diversity Network, Inc., dated March 27, 2014.

**Professional Diversity Network, Inc. Announces its 2013 Financial Results**

**CHICAGO – March 27, 2014** (GLOBE NEWSWIRE) – Professional Diversity Network, Inc. (NASDAQ:IPDN), an Internet software and services company specializing in diversity recruitment resources for corporations, government agencies and job seekers, announced today its fiscal year-end financial results for the year ended December 31, 2013.

**Highlights include:**

- Direct Sales Force Bookings in the fourth quarter of 2013 were \$477,000, compared to \$194,000 in the third quarter of 2013, representing a quarterly increase of 146%, further validating the strength of our internal sales force.
- Our registered users grew to 2.8 million at the end of 2013, a 22% increase from 2.3 million at the end of 2012. As announced earlier this week, we have now exceeded 3 million registered users
- Our OFCCP compliance services have been enhanced to address the new regulations that went into effect as of March 24th, 2014. In the 4th quarter over 20% of all enterprise sales included compliance services.

**2013 Year-End Financial Results**

For the year ended December 31, 2013, the Company reported Total Revenues of \$4,034,644, a 34% decrease from the same period one year prior, attributable primarily to the previously announced conclusion of the Company's contract with Monster Worldwide, Inc. Total Revenues for the fiscal fourth quarter of 2013 were \$1,158,632, compared to \$1,417,641 in the same period one year prior.

Total Operating Expenditures during 2013 increased by 67% compared to the year prior, from \$3,623,104 to \$6,044,999. For the quarter ended December 31, 2013, Total Operating Expenditures were \$2,028,883, an increase of \$944,028 from \$1,020,451 in the 4<sup>th</sup> quarter of 2012.

The Company reported a Net Loss and a Comprehensive Loss for 2013 of \$1,436,387 and \$1,428,747 respectively, as compared to Net Income and Comprehensive Income of \$2,371,691 and \$2,403,839 in the year prior, primarily attributable to the change in the business model that went into effect during 2013. Net Loss and Comprehensive Loss for the quarter ending December 31, 2013 were \$549,909 and \$540,766, respectively, versus \$358,621 in Net Income and \$390,769 in Comprehensive Income in the same period one year prior.

Comprehensive Net Loss per Share for the year ending December 31, 2013 was \$0.23/share, compared to a Comprehensive Net Income one-year prior of \$0.65/share. Comprehensive Net Loss per Share for the quarter ending December 31, 2013 was \$0.09/share, compared to a Comprehensive Net Income one-year prior of \$0.10/share.

Total Stockholder's Equity at December 31, 2013 was \$20,499,133, a reduction of \$561,164 or 3% lower than the \$21,060,297 reported in the prior sequential fiscal quarter ended September 30, 2013.

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Loss from operations during 2013 was \$2,010,355 compared to a profit of \$2,531,007 in the year prior, representing a 179% reduction. During the 4<sup>th</sup> quarter of 2013, loss from operations was \$870,250, compared to income of \$397,190 during the same period one-year prior.

As of December 31, 2013 the Company had \$18,736,495 in cash, which represents an increase of \$17,868,201, from the prior year ended December 31, 2012, due to the initial public offering on March 5, 2013. Accounts Receivable as of F4Q13 was \$1,218,112, 37% less than the \$1,923,048 which the Company reported at the end of 2012. This decrease was due to the change in our business model during 2013. Total Assets for the period were \$22,020,197, an increase from \$5,126,448 that the Company reported during for the year December 31, 2012, attributable to the initial public offering in 2013.

"We are pleased to announce results from the fourth quarter that reflect the traction our internal direct sales team has been having and I look forward to discussing these successes on the forthcoming conference call," said Professional Diversity Network's CEO James Kirsch. Mr. Kirsch continued, "During the fourth quarter, we increased our bookings by 146% over the third quarter of 2013 and I expect results to continue in forthcoming quarters. Additionally, our OFCCP compliance services were enhanced with the new regulations that went into effect on March 24, 2014 and during the fourth quarter of 2013, 20% of all enterprise sales included compliance services. Finally, as we announced earlier this week, we now have over three million registered users."

The Company will host a conference call at 4:30 pm Eastern Time today to discuss the financial results. Please call (877) 407-9205 (US toll free) or (201) 689-8054 (International) to participate in the call, no passcode needed. A replay of this conference call will also be available following the call at <http://investor.prodivnet.com>.

#### **About Professional Diversity Network, Inc.**

The [Professional Diversity Network](#) platform provides employers that value diversity with access to diverse talent to meet their hiring needs. Professional Diversity Network owns and operates professional networking communities including: [iHispano.com](#) for Hispanic professionals, [BlackCareerNetwork.com](#) for African-American professionals, [WomensCareerChannel.com](#) for professional women, [Military2Career.com](#) for Veterans, [ProAble.net](#) for professionals with disabilities, [OutProNet.com](#) for professionals in the LGBT community, and [AsianCareerNetwork.com](#) for Asian-American professionals. For more information, visit [www.prodivnet.com](http://www.prodivnet.com).

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