

Professional Diversity Network, Inc.
Form SC TO-C
September 19, 2016

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

PROFESSIONAL DIVERSITY NETWORK, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

74312Y 103
(CUSIP Number of Class of Securities)

Katherine Butkevich
Chief Executive Officer
Professional Diversity Network, Inc.
801 W. Adams Street, Suite 600
Chicago, Illinois 60607
(312) 614-0950
(Name, address, and telephone numbers of person authorized to
receive notices and communications on behalf of filing persons)

CALCULATION OF FILING FEE

| Transaction valuation | Amount of filing fee |
|-----------------------|----------------------|
| N/A* | N/A* |

*A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable Filing Party: Not Applicable
Form of Registration No.: Not Applicable Date Filed: Not Applicable

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

PROFESSIONAL DIVERSITY NETWORK September 19, 2016 www.prodivnet.com NASDAQ : IPDN Shares
O/S 14.5MM Mgmt. Ownership 19.0%

SAFE HARBOR Notice Regarding Forward Looking Statements This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements regarding Professional Diversity Network's ("PDN" or the "Company") expected future financial position, results of operations, cash flows, business strategy, budgets, projected costs, capital expenditures, products, competitive positions, growth opportunities, plans and objectives of management for future operations, as well as statements that include the words such as "expects," "reaffirms" "intends," "anticipates," "plans," "believes," "seeks," "estimates," "optimistic," or variations of and similar expressions, are forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in the Company's preliminary prospectus and filings with the Securities and Exchange Commission (the "SEC"). Moreover, the Company operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for Company management to predict all risks, nor can the Company assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements the Company may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. These risk factors are listed from time to time in PDN's SEC filings, including but not limited to its Annual Report on Form 10-K filed on March 30, 2016. PDN does not assume any obligation to publicly update or revise any forward-looking statements for any reason. 2

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ADDITIONAL INFORMATION AND WHERE TO FIND IT 3 This Presentation Does Not Constitute An Offer To Sell Or The Solicitation Of An Offer To Buy Any Securities Of PDN Or A Solicitation Of Any Vote Or Approval. In Connection With The Proposed CFL Transaction, PDN Has Filed With The SEC And Mailed To Stockholders A Proxy Statement On Schedule 14A. Stockholders Are Urged To Read The Proxy Statement And Other Relevant Materials (Including Any Amendments Or Supplements Thereto) Because They Contain Important Information. PDN Has Not Yet Commenced The Tender Offer Referred To Herein. The Tender Offer Will Be Made Only, If At All, Through An Offer To Purchase And Related Materials, Which PDN Will File With The SEC. Stockholders Are Urged To Read These Materials When They Become Available Because They Will Contain Important Information. If PDN Commences The Tender Offer, It Will File These Materials With The SEC And Disseminate Them To Stockholders. The Proxy Statement And Other Relevant Materials And, When Available, The Offer To Purchase And Related Tender Offer Materials, And Any Other Documents Filed By PDN With The SEC, May Be Obtained Free Of Charge At The SEC's Website At www.SEC.gov. In Addition, Security Holders May Obtain Free Copies Of The Proxy Statement And Tender Offer Materials (When Available) From PDN By Contacting Christopher Wesser By Telephone At 516-659-8560, Or By Mail To Professional Diversity Network, Inc., Attention: Secretary, 801 W. Adams Street, Suite 600, Chicago, Illinois 60607 Or By Going To The "Investor Relations" Page Of PDNs Corporate Website At www.Prodivnet.com.

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PDN OVERVIEW 5 PDN Provides An Online Relationship Recruitment Platform That Harnesses The Natural Engagement Of Affinity Networking, Addresses The Highly Fragmented Diversity Recruitment Market And Services Companies With OFCCP Compliance Obligations NAPW Operates The Nation's Largest Network Dedicated To Connecting Professional Women And Providing The Tools For Them To Advance Their Careers and Businesses NV Operates A Value-Added Lead Generation System That Also Supports PDN's Recruitment Business Professional Diversity Network Inc. (IPDN) Holding Company With Three Operating Divisions

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1. Year ending December 31st of each year2. Does not include NAPW membership3. Partner membership included beginning 2013 6 PDN REGISTERED USER GROWTH648K New Registered Users Q4 2015 In 000s

STRATEGIC PARTNERSHIPS Over 50 Diversity Organizations, Not-for-Profit and Media
Partners ACCESSIBLE.ORG 7

REVENUE TRENDS BY SOURCE 8 New Memberships Trends Impacted By Reduced Lead Spend, Size of Membership Coordinator Team. Steps Being Taken to Optimize Lead Spend and Membership Coordinator Performance To Improve Variable Contribution Opportunities to Expand Efforts Through Member to Member Initiatives, Networking Event Membership Drives, 'Work From Home' Model In Other States, Segmentation Initiatives, Potential For eCommerce Offering Renewals Strong Recurring Revenue Stream Opportunities to Improve Renewal Rate Through Enhanced Member Engagement Initiatives, Gamification, Expanded On Boarding Efforts, Revised Product Offerings Based on Recent Market Study, Networking Event Cadence and Location, Branding and Marketing Efforts Additional Product Sales Trends Impacted By New Membership Trends and CRM Implementation Challenges Opportunities to Drive Additional Revenue Through Customization of CRM, Expansion of Sales Team, New Product/Partnership Offerings

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Expand Subscription Based ServiceExpansion Of Licenses DeployedGrow Services Within Existing
LicensesIncrease Recruiter License Awareness 10 Expand Capacity To Capitalize on Market
OpportunitiesAccelerate New Job Seeker Consultations50% Increase In Career Counselors In 2016Leverage Scale To
Increase Profitability Grow Membership Base in Key DMAsBuild Sales Team; Employ New Acquisition
StrategiesDrive RetentionMember Engagement Initiatives (Gamification), Optimize Product Offerings Based on Mkt
Research, Targeted Networking Events, PartnershipsBuild Data Driven Engagement “Ecosystem”Seamless Digital and
F2F Engagement and Interaction, Robust Content, Leveled Learning GROWTH STRATEGY

COSMIC FORWARD LIMITED (CFL) OVERVIEW CFL Is An Entity Owned By 4 Chinese Investors....Maoji (Michael) Wang Song Jing Bo...Who Are Also Among The Shareholders In GNet Group plc ("GNet") (gnetgroupplc.com) GNet Is An eCommerce company based In China That utilizes An integrated two-way technology platform to combine both online and offline, and connect producers, suppliers, service providers, retailers, brick-and-mortar stores and consumers. Gnet currently serves hundreds of thousands of members through its proprietary e-Mall, Apps and 30,000 terminals and provides channels for its members to enter into both online and offline transactions For a broad range of good and services from a number of suppliers. THIS TRANSACTION DOES NOT INVOLVE GNET 11 Zheng Yong XiongKou Nan Nan

TRANS DETAILS 12 ACTION

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TRANSACTION DETAILS CFL To Purchase 51% Of PDN's Common Stock On A Fully-Diluted Basis Signed Stock Purchase Agreement August 12, 2016 Purchase Price Of \$1.20/Share Represents Nearly 126% Premium Over Closing Price At Time Of Signing (\$0.53/Share On August 12, 2016) \$20.5MM Maximum Gross Proceeds; \$17.5MM Maximum Net Proceeds After Self-Tender, Deal Costs 1 PDN Partial Self-Tender For 2.5MM Shares At \$1.20/Share Net To Tendering Holder In Cash, Subject To Any Reduction For Required Withholding Of Taxes Private Placement Under Section 4(a)(2) Of The 1933 Act And Rule 506(b) 13 1 Assumes no exercise of the co-sale right and full purchase in the Tender Offer. If co sale rights exercised, gross maximum proceeds would be \$16.5MM and net proceeds would be \$13.6MM

POST-TRANSACTION EXPECTATIONS Provides Capital To Execute Strategic Growth PlanExpansion
Opportunities In ChinaPotential Opportunity To Expand Product Offerings in USImproved Capital Structure For
IPDN 14

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FOR FURTHER INFORMATION James Kirsch Executive Chairman of the Board (312) 614-0921 Chris
Wesser Executive Vice President & Secretary (516) 659-8560 15
