

Wang Maoji
Form 4/A
March 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wang Maoji

2. Issuer Name and Ticker or Trading Symbol
Professional Diversity Network, Inc.
[IPDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O PROFESSIONAL DIVERSITY, NETWORK, INC.,
801 W. ADAMS, SIXTH FLOOR
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/14/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60607
(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 10.72 <u>(1)</u>	03/09/2017		A	210,000	<u>(2)</u>	03/08/2027	Common Stock	210,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wang Maoji C/O PROFESSIONAL DIVERSITY NETWORK, INC., 801 W. ADAMS, SIXTH FLOOR CHICAGO, IL 60607	X		Chief Executive Officer	

Signatures

/s/ Jiangping (Gary) Xiao, Attorney-in-Fact 03/16/2018

**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) This is an amendment of the Form 4 filed by the reporting person on April 14, 2017. The options were granted to the reporting person pursuant to the Employment Agreement between the Company and the reporting person, which was executed on March 9, 2017 but was retroactively effective as of December 22, 2016 for purposes of base compensation. In connection with the approval of the Employment Agreement, the Board also granted to the reporting person subject to shareholder approval of the amendment to the Company's 2013 Equity Compensation Plan. Shareholder approval was obtained on June 26, 2017. As a result, the Options were effectively granted as of March 9, 2017 with an exercise price equal to \$10.72 per share, the closing price of the Company's stock on March 9, 2017.

(2) The options vest in accordance with the following schedule: (i) 1/3 of the shares underlying the option vested immediately on the date of grant (which is March 9, 2017), (ii) 1/3 of the shares underlying the option will vest on December 22, 2017, and (iii) 1/3 of the shares underlying the option will vest on December 22, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see 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.