

Professional Diversity Network, Inc.
Form 8-K
November 14, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 14, 2018 (November 8, 2018)

Professional Diversity Network, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

001-35824

80-0900177

Item 5.07 Submission of Matters to a Vote of Security Holders

On November 8, 2018, Professional Diversity Network, Inc., a Delaware corporation (the “**Company**”) held its Annual Meeting of Stockholders (the “**Annual Meeting**”). A total of 3,838,587 shares of common stock constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting, as set forth in the Definitive Proxy Statement, filed with the Securities and Exchange Commission on October 15, 2018, are as follows:

Proposal 1: The Company’s stockholders elected the following nine nominees as directors, to serve until the next Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, by the following vote:

Name	For	Withheld	Broker Non-Votes
James Kirsch	3,204,644	50,489	583,454
Maoji (Michael) Wang	3,204,644	50,489	583,454
Star Jones	3,204,663	50,470	583,454
Jingbo (James) Song	3,204,644	50,489	583,454
Xin He	3,204,644	50,489	583,454
Michael Belsky	3,204,644	50,489	583,454
Haibin Gong	3,204,644	50,489	583,454
Hao Zhang	3,199,567	55,566	583,454
Lida Fang	3,204,644	50,489	583,454

Proposal 2: The Company’s stockholders voted to approve an amendment to the Professional Diversity Network, Inc. 2013 Equity Compensation Plan to increase the number of shares reserved for issuance from 615,000 to 915,000 by the following vote:

For	Against	Abstentions	Broker Non-Votes
3,204,073	51,060	0	583,454

Proposal 3: The Company’s stockholders voted to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 by the following vote:

For	Against	Abstentions
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3,832,587 6,000 0

Proposal 4: The Company's stockholders voted to ratify the compensation of our named executive officers by the following vote:

For	Against	Abstentions
3,241,534	8,068	5,531

Proposal 5: The Company's stockholders voted determine the frequency of future advisory votes on the compensation of our named executive officers by the following vote:

1 year	2 years	3 years	Abstentions
2,744,266	1,150	504,148	5,569

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Amendment No. 3 to the Professional Diversity Network, Inc. 2013 Equity Compensation Plan

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.

Date: November 14, 2017 **PROFESSIONAL
DIVERSITY NETWORK,
INC.**

By: */s/ Jiangping (Gary) Xiao*
Jiangping (Gary) Xiao
Chief Financial Officer

