

On Deck Capital Inc
Form SC 13G
February 13, 2015

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2**

(Amendment No.)

On Deck Capital, Inc.

(Name of Issuer)

Common Stock, \$0.005 par value per share

(Title of Class of Securities)

682163 10 0

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of This Statement)

Edgar Filing: On Deck Capital Inc - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 682163 10 0

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1 NAMES OF REPORTING PERSONS.

Institutional Venture Partners XIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,102,276 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,102,276 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.0% (3)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Schedule 13G is filed by Institutional Venture Partners XIII, L.P. (IVP XIII), Institutional Venture Management XIII, LLC (IVM XIII), Institutional Venture Partners XIV, L.P. (IVP XIV), Institutional Venture Management XIV, LLC (IVM XIV), Todd C. Chaffee (Chaffee), Norman A. Fogelson (Fogelson), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller), Jules A. Maltz (Maltz) and Dennis B. Phelps (Phelps) together with IVP XIII, IVM XIII, IVP XIV, IVM XIV, Chaffee, Fogelson, Harrick, Miller and Maltz, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 4,051,138 shares held by IVP XIII and (ii) 4,051,138 shares held by IVP XIV. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. IVM XIV serves as the sole general partner of IVP XIV and has sole voting and investment control over the shares owned by IVP XIV and may be deemed to own beneficially the shares held by IVP XIV. IVM XIV owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. Chaffee, Fogelson, Harrick, Miller, Maltz and Phelps are Managing Directors of IVM XIV and share voting and dispositive power over the shares held by IVP XIV, and may be deemed to own beneficially the shares held by IVP XIV. The Managing Directors own no securities of the Issuer directly.
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1 NAMES OF REPORTING PERSONS

2 Institutional Venture Management XIII, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) ☐ (b) ☒ (1)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,102,276 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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PERSON 0 shares
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Page 5 of 16 Pages

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6 SHARED VOTING POWER

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REPORTING

PERSON 0 shares
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1 NAMES OF REPORTING PERSONS

Todd C. Chaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,102,276 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)

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8,102,276 shares (2)

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12.0% (3)

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

Norman A. Fogelsong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,102,276 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)

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8,102,276 shares (2)

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1 NAMES OF REPORTING PERSONS

Stephen J. Harrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,102,276 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,102,276 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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12.0% (3)

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1 NAMES OF REPORTING PERSONS

J. Sanford Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

8,102,276 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

8,102,276 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,102,276 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.0% (3)

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

Jules A. Maltz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

4,051,138 shares (2)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

8 SHARED DISPOSITIVE POWER

WITH

4,051,138 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,051,138 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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6.0% (3)

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

Dennis B. Phelps

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United States of America

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NUMBER OF

SHARES

0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

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7 SOLE DISPOSITIVE POWER

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Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock, par value \$0.005 per share (Common Stock), of On Deck Capital, Inc., a Delaware corporation (the Issuer).

Item 1

- (a) Name of Issuer: On Deck Capital, Inc.
- (b) Address of Issuer s
Principal Executive Offices: 1400 Broadway, 25th Floor
New York, New York 10018

Item 2

- (a) Name of Reporting Persons Filing:

1. Institutional Venture Partners XIII, L.P. (IVP XIII)
2. Institutional Venture Management XIII, LLC (IVM XIII)
3. Institutional Venture Partners XIV, L.P. (IVP XIV)
4. Institutional Venture Management XIV, LLC (IVM XIV)
5. Todd C. Chaffee (Chaffee)
6. Norman A. Fogelsong (Fogelsong)
7. Stephen J. Harrick (Harrick)
8. J. Sanford Miller (Miller)
9. Dennis B. Phelps (Phelps)
10. Jules A. Maltz (Maltz)

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(b) Address of Principal Business Office: c/o Institutional Venture Partners
3000 Sand Hill Road, Building 2, Suite 250
Menlo Park, California 94025

(c) Citizenship:

IVP XIII	Delaware
IVM XIII	Delaware
IVP XIV	Delaware
IVM XIV	Delaware
Chaffee	United States of America
Fogelsong	United States of America
Harrick	United States of America
Miller	United States of America
Phelps	United States of America
Maltz	United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 682163 10 0

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2014:

Reporting Persons	Sole		Sole		Sole		Beneficial Ownership (1)	Percentage of Class (1, 4)
	Shares Held Directly (1)	Sole Voting Power (1)	Shared Voting Power (1)	Dispositive Power (1)	Shared Dispositive Power (1)	Dispositive Power (1)		
IVP XIV	4,051,138	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
IVM XIV (2)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
IVP XIII	4,051,138	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
IVM XIII (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Chaffee (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Fogelsong (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Harrick (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Miller (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Phelps (2)(3)	0	0	8,102,276	0	8,102,276	8,102,276	8,102,276	12.0%
Maltz (2)	0	0	4,051,138	0	4,051,138	4,051,138	4,051,138	6.0%

- (1) Represents the number of shares of Common Stock held by IVP XIV and IVP XIII.
- (2) IVM XIV serves as the sole general partner of IVP XIV and has sole voting and investment control over the shares owned by IVP XIV and may be deemed to own beneficially the shares held by IVP XIV. IVM XIV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Maltz and Phelps are Managing Directors of IVM XIV and share voting and dispositive power over the shares held by IVP XIV, and may be deemed to own beneficially the shares held by IVP XIV. The Managing Directors own no securities of the Issuer directly.
- (3) IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (4) This percentage is based on 67,660,636 shares of the Common Stock outstanding as disclosed in the Issuer's final prospectus for the Issuer's initial public offering, as filed with the Commission on December 17, 2014, including 1,500,000 shares issued pursuant to the full exercise of the over-allotment option by the Issuer's Underwriter in the Issuer's initial public offering.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 13, 2015

INSTITUTIONAL VENTURE PARTNERS XIII, L.P.

By: Institutional Venture Management XIII, LLC

Its: General Partner

By: /s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XIII, LLC

By: /s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact

INSTITUTIONAL VENTURE PARTNERS XIV, L.P.

By: Institutional Venture Management XIV, LLC

Its: General Partner

By: /s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XIV, LLC

By: /s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Norman A.

Fogelsong

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for J. Sanford Miller

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Jules A. Maltz

Exhibit(s):

A: Joint Filing Statement