

On Deck Capital Inc
 Form 4
 December 22, 2014

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 *
 Hartwig David

(Last) (First) (Middle)

C/O SAPPHIRE VENTURES, 3408
 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 On Deck Capital Inc [ONDK]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/22/2014		C	V	5,686,354	A	See footnote (5)

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 or Number of Shares
Series C Preferred Stock	(1)	12/22/2014		C	2,619,048	(1)	(1)	Common Stock	2,619,048
Series C-1 Preferred Stock	(2)	12/22/2014		C	1,447,756	(2)	(2)	Common Stock	1,447,756
Series D Preferred Stock	(3)	12/22/2014		C	1,211,664	(3)	(3)	Common Stock	1,211,664
Series E Preferred Stock	(4)	12/22/2014		C	407,886	(4)	(4)	Common Stock	407,886

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartwig David C/O SAPPHIRE VENTURES 3408 HILLVIEW AVENUE PALO ALTO, CA 94304	X			

Signatures

/s/ Robert A. Zuccaro, by power of attorney 12/22/2014

**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) The Series C Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (2) The Series C-1 Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (3) The Series D Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.
- (4)

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The Series E Preferred Stock automatically converted into Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering of common stock and had no expiration date.

The reported shares are held of record by SAP Ventures Fund I Holdings, LLC ("SAP Holdings"). Sapphire Ventures Fund I, L.P.

("Sapphire Ventures LP") is the sole member of SAP Holdings and SAP Ventures (GPE) I, L.L.C. ("SAP GPE") is the general partner of

- (5) Sapphire Ventures LP. As a managing member of SAP GPE, the Reporting Person shares voting and dispositive power with respect to the shares held by SAP Holdings. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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