

On Deck Capital Inc
Form 4
December 22, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RRE Ventures GP IV, LLC

(Last) (First) (Middle)

C/O RRE VENTURES, 130 EAST
59TH STREET, 17TH FLOOR

(Street)

NEW YORK, NY 10022

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| | | | | | (1) (2) (3) (4) (5) | | |
| Common Stock | 12/22/2014 | | C | | 7,900,268 | A | 8,627,396 |
| | | | | | | I | See footnote (6) |

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

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SEC 1474
(9-02)

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

| 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 B Preferred Stock | <u>(1)</u> | 12/22/2014 | | C | 5,621,432 | <u>(1)</u> <u>(1)</u> | Common Stock 5,621,432 |
| Series C Preferred Stock | <u>(2)</u> | 12/22/2014 | | C | 1,032,088 | <u>(2)</u> <u>(2)</u> | Common Stock 1,032,088 |
| Series C-1 Preferred Stock | <u>(3)</u> | 12/22/2014 | | C | 253,356 | <u>(3)</u> <u>(3)</u> | Common Stock 253,356 |
| Series D Preferred Stock | <u>(4)</u> | 12/22/2014 | | C | 942,406 | <u>(4)</u> <u>(4)</u> | Common Stock 942,406 |
| Series E Preferred Stock | <u>(5)</u> | 12/22/2014 | | C | 50,986 | <u>(5)</u> <u>(5)</u> | Common Stock 50,986 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| RRE Ventures GP IV, LLC C/O RRE VENTURES 130 EAST 59TH STREET, 17TH FLOOR NEW YORK, NY 10022 | X |
| RRE VENTURES IV L P C/O RRE VENTURES 130 EAST 59TH STREET, 17TH FLOOR NEW YORK, NY 10022 | X |
| Robinson James D IV C/O RRE VENTURES 130 EAST 59TH STREET, 17TH FLOOR NEW YORK, NY 10022 | X |
| | X |

Ellman Stuart J.
C/O RRE VENTURES
130 EAST 59TH STREET, 17TH FLOOR
NEW YORK, NY 10022

Signatures

| | |
|--------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Will D. Porteous, Chief Operating Officer, RRE Ventures IV, L.P. | 12/22/2014 |
| __Signature of Reporting Person | Date |
| RRE Ventures GP IV, LLC, its General Partner, /s/ Will D. Porteous, Chief Operating Officer, RRE Ventures IV, L.P. | 12/22/2014 |
| __Signature of Reporting Person | Date |
| /s/ James D. Robinson IV | 12/22/2014 |
| __Signature of Reporting Person | Date |
| /s/ Stuart J. Ellman | 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 B 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 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 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.
- (4) 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.
- (5) 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.
- (6) The reported shares are held of record by RRE Ventures IV, L.P. ("RRE LP"). RRE Ventures GP IV, LLC ("RRE GP"), is the general partner of RRE LP. James D. Robinson IV and Stuart J. Ellman, as the managing members of RRE GP, share voting and dispositive power with respect to the shares held by RRE LP. Messrs. Robinson and Ellman disclaim beneficial ownership of the securities reported herein, except to the extent of his individual 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. 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.