

Edgar Filing: On Deck Capital, Inc. - Form 8-K

On Deck Capital, Inc.  
Form 8-K  
June 06, 2016

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)  
June 2, 2016

On Deck Capital, Inc.  
(Exact name of registrant as specified in its charter)

Delaware                      001-36779      42-1709682  
(State or other jurisdiction (Commission (I. R. S. Employer  
of incorporation)              File Number) Identification No.)  
1400 Broadway, 25th Floor  
New York, New York 10018  
(Address of principal executive offices, including ZIP code)  
(888) 269-4246  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

(d) On June 2, 2016, the Board of Directors (the "Board") of On Deck Capital, Inc. (the "Company") increased the size of the Board from seven to eight members and elected Daniel S. Henson as a director of the Company, effective June 2, 2016. On such date, Mr. Henson was also designated to serve on the Board's Risk Management Committee and Corporate Governance and Nominating Committee. To accommodate the addition of Mr. Henson to those committees, the size of the Risk Management Committee was expanded by the Board from three to four members and the size of the Corporate Governance and Nominating Committee was expanded by the Board from two to three members. Mr. Henson will be entitled to receive compensation for his Board and committee service in accordance with the Company's standard compensation arrangements for non-employee directors, which are described under the caption "Outside Director Compensation Policy" in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (the "SEC") on March 28, 2016. Such compensation may be adjusted by the Board from time to time.

Mr. Henson also entered into the Company's standard form of indemnification agreement and is entitled to the indemnification rights granted to the Company's directors, which are described under the caption "Limitation on Liability and Indemnification Matters" in the Company's definitive proxy statement on Schedule 14A filed with the SEC on March 27, 2015.

There are no transactions in which Mr. Henson has an interest requiring disclosure under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Henson and any other persons pursuant to which he was selected as a director.

A copy of the Company's June 6, 2016 press release announcing the election of Mr. Henson is attached hereto as Exhibit 99.1 and incorporated herein by reference. The information set forth in the press release shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press release, dated June 6, 2016.

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: On Deck  
June Capital,  
6, Inc.  
2016

/s/ Cory  
R.  
Kampfer  
Cory R.  
Kampfer  
Chief  
Legal  
Officer

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release, dated June 6, 2016.