

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 \*  
 Institutional Venture Management  
 XIII, LLC

(Last) (First) (Middle)

C/O INSTITUTIONAL VENTURE  
 PARTNERS, 3000 SAND HILL  
 ROAD, SUITE 250

(Street)

MENLO PARK, CA 94025

(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			
Common Stock	12/22/2014		C		4,051,138	A	<u>(1)</u> <u>(2)</u>	4,051,138	I	See footnote (3)
Common Stock	12/22/2014		C		4,051,138	A	<u>(1)</u> <u>(2)</u>	4,051,138	I	See footnote (4)

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

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SEC 1474  
 (9-02)

number.

**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 D Preferred Stock	(1)	12/22/2014		C	3,847,194	(1) (1)	Common Stock 3,847,194
Series E Preferred Stock	(2)	12/22/2014		C	203,944	(2) (2)	Common Stock 203,944
Series D Preferred Stock	(1)	12/22/2014		C	3,847,194	(1) (1)	Common Stock 3,847,194
Series E Preferred Stock	(2)	12/22/2014		C	203,944	(2) (2)	Common Stock 203,944

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Institutional Venture Management XIII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Partners XIII, L.P. C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Management XIV, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Partners XIV, L.P. C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025		X		

Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025	X
FOGELSONG NORMAN A C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025	X
Harrick Stephen J C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025	X
Phelps Dennis B C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025	X
Maltz Jules A. C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, SUITE 250 MENLO PARK, CA 94025	X

## Signatures

/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIII, LLC  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIII, LLC, the General Partner of Institutional Venture Partners XIII, L.P.  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIV, LLC  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Institutional Venture Management XIV, LLC, the General Partner of Institutional Venture Partners XIV, L.P.  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Todd C. Chaffee  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Norman A. Fogelsong  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Stephen J. Harrick  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Dennis B. Phelps  **Signature of Reporting Person	12/22/2014  Date
/s/ Melanie Chladek by power of attorney for Jules A. Maltz  **Signature of Reporting Person	12/22/2014  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 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.
- (2) 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 shares are held of record by Institutional Venture Partners XIII, L.P. (IVP XIII). Institutional Venture Management XIII LLC (IVM XIII) is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and Dennis B.

- (3) Phelps, as the managing directors of IVM XIII, share voting and dispositive power with respect to the shares held by IVP XIII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.

The shares are held of record by Institutional Venture Partners XIV, L.P. (IVP XIV). Institutional Venture Management XIV LLC (IVM XIV) is the general partner of IVP XIV. Messrs. Chaffee, Fogelsong, Harrick, Miller, Phelps and Jules A. Maltz, as the managing

- (4) directors of IVP XIV, share voting and dispositive power with respect to the shares held by IVP XIV. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective 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.