On Deck Capital Inc Form 4 July 31, 2015

Check this box

if no longer

subject to

Section 16.

Form 4 or

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad Breslow Noa	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol On Deck Capital Inc [ONDK]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)			
C/O ON DEGINC., 1400 F			(Month/Day/Year) 07/30/2015	_X Director 10% Owner Specify Other (specify below) CEO & Chairman			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK	K, NY 10018	8	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I. Nov. Dord and a Committee A				

(City)	(State) (	Table Table	e I - Non-D	erivative Se	curitie	es Acqı	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/30/2015		A	140,334 (1)	A	\$0	202,334	D	
Common Stock							32,000	I	See footnote (2)
Common Stock							32,000	I	See footnote

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

(3)

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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)

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 Expiration Date Expiration Date (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 12.67	07/30/2015		A	343,812		<u>(4)</u>	07/30/2025	Common Stock	343,81

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Breslow Noah C/O ON DECK CAPITAL, INC. 1400 BROADWAY, 25TH FLOOR NEW YORK, NY 10018	X		CEO & Chairman				

### **Signatures**

/s/ Robert A. Zuccaro, by power of attorney 07/31/2015

\*\*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 reported shares are represented by restricted stock units which vest in four equal annual installments beginning on August 1, 2016.
- (2) The reported shares are held directly in a trust for the Reporting Person's minor daughter for which the Reporting Person's spouse serves as trustee.
- (3) The reported shares are held directly in a trust for the Reporting Person's minor son for which the Reporting Person's spouse serves as trustee.
- (4) One-fourth of the shares subject to the option vest on July 30, 2016 and one forty-eighth of the shares vest monthly thereafter.

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

Reporting Owners 2

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