

On Deck Capital Inc
 Form 4
 December 22, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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