

1.) CORPORATION NAME:

**Prosper Marketplace, Inc.**

DUE DATE: **10/31/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**NATIONAL CORPORATE RESEARCH LTD  
250 BROWNS HILL CT  
MIDLOTHIAN, VA 23114**

SCC ID NO: **F1644915**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	71,417,830
PREFER	62,961,391

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**CHESTERFIELD COUNTY**

4.) STATE OR COUNTRY OF INCORPORATION:

**DE**

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 111 Sutter Street, 22nd Floor

CITY/ST/ZIP: San Francisco, CA 94104

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: Dawn Lepore TITLE: PRES & CEO ADDRESS: 111 Sutter Street, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94104	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Kirk T. Inglis TITLE: COO ADDRESS: 111 Sutter Street, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94104	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Sachin D. Adarkar TITLE: Gen Counsel&Sec ADDRESS: 111 Sutter Street, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94104	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Daniel P. Sanford TITLE: SVP Finance ADDRESS: 111 Sutter Street, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94104	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Christian A. Larsen TITLE: DIRECTOR ADDRESS: 111 Sutter Street, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94104	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: Lawrence W. Cheng TITLE: DIRECTOR ADDRESS: Volition Capital CITY/ST/ZIP/CO: 111 Huntington Avenue, Suite 2700 Boston, MA 02199	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME: Nigel W. Morris TITLE: DIRECTOR ADDRESS: QED Investors 311 Cameron Street CITY/ST/ZIP/CO: Alexandria, VA 22314	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: Gary Bruce "Court" Coursey TITLE: DIRECTOR ADDRESS: TomorrowVentures, LLC 505 Hamilton Avenue, 2nd Floor CITY/ST/ZIP/CO: Palo Alto, CA 94301	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: Timothy Draper TITLE: DIRECTOR ADDRESS: Draper Fisher Jurvetson 2882 Sand Hill Road, Suite 150 CITY/ST/ZIP/CO: Menlo Park, CA 94025	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: David Silverman TITLE: DIRECTOR ADDRESS: Crosslink Capital 2 Embarcadero Center, 22nd Floor CITY/ST/ZIP/CO: San Francisco, CA 94111	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: Jeffrey D. Jacobs TITLE: DIRECTOR ADDRESS: 764 San Ysidro Lane CITY/ST/ZIP/CO: Santa Barbara, CA 93108	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
NAME: Eric Schwartz TITLE: DIRECTOR ADDRESS: BBR Partners, LLC, Two Grand Central Tower 140 E. 45th Street, 26th Floor CITY/ST/ZIP/CO: New York, NY 10017	<input type="checkbox"/> OFFICER <input checked="" type="checkbox"/> DIRECTOR	
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.		
<u>/s/ Sachin D. Adarkar</u> SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	<u>Sachin D. Adarkar, Gen Counsel&amp;Sec</u> PRINTED NAME AND CORPORATE TITLE	<u>9/26/2012</u> DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.		