
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 19, 2012**

Prosper Marketplace, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-147019
(Commission File Number)

73-1733867
(IRS Employer Identification No.)

111 Sutter Street, 22nd Floor
San Francisco, CA
(Address of principal executive offices)

94104
(Zip Code)

Registrant's telephone number, including area code: **(415) 593-5400**

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

James W. Breyer resigned as a member of the Board of Directors (the "Board") of Prosper Marketplace, Inc. effective as of June 19, 2012. Mr. Breyer served on the Compensation Committee of the Board. The Board has not yet determined who will replace Mr. Breyer on the Compensation Committee.
