



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

September 29, 2015

Via E-mail

Sachin Adarkar

Secretary

Prosper Funding LLC

221 Main Street, 3<sup>rd</sup> Floor

San Francisco, CA 94105

**Re: Prosper Funding LLC  
Form 10-K for the Fiscal Year Ended December 31, 2014  
Filed April 6, 2015  
File No. 333-179941**

Dear Mr. Adarkar:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Legal Branch Chief  
Office of Financial Services I

cc: Via E-mail  
Keir Gumbs  
Covington & Burling