

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
April 11, 2017**

**ORDER GRANTING CONFIDENTIAL TREATMENT  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Prosper Funding LLC  
File No. 333-204880-01**

**Prosper Marketplace, Inc.  
File No. 333-204880**

**CF No. 34002**

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Prosper Funding LLC and Prosper Marketplace, Inc. submitted an application under Rule 24b-2 requesting confidential treatment for information they excluded from the Exhibits to a Form 8-K filed on July 8, 2016, as amended.

Based on representations by Prosper Funding LLC and Prosper Marketplace, Inc. that this information qualifies as confidential commercial or financial information under the Freedom of Information Act, 5 U.S.C. 552(b)(4), the Division of Corporation Finance has determined not to publicly disclose it. Accordingly, excluded information from the following exhibit(s) will not be released to the public for the time period(s) specified:

Exhibit 10.1	through July 1, 2019
Exhibit 10.2	through July 1, 2019
Exhibit 10.3	through July 1, 2019

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority:

Brent J. Fields  
Secretary