

## **LendingClub**

### **Supplement to Prospectus Dated July 30, 2009**

#### **For Distribution Solely in the State of Kentucky**

In order to purchase Notes, investors in the state of Kentucky must satisfy minimum financial suitability standards different than those set forth in the first two “bullet points” under “Financial suitability” and “Financial Suitability Requirements” on pages 5 and 59, respectively, of the Prospectus. Investors in Kentucky who are natural persons must either:

- have an individual income in excess of \$200,000 in each of the two most recent years or joint income with the investor’s spouse in excess of \$300,000 in each of those years, and have a reasonable expectation of reaching the same income level in the current year; or
- have a net worth of at least \$1,000,000 individually, or jointly with the investor’s spouse.

Investors in Kentucky which are entities must be either:

- a bank, savings and loan association, or similar institution, whether acting in its individual or fiduciary capacity;
- a broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934;
- an insurance company;
- an investment company registered under the Investment Company Act of 1940 (the “Company Act”);
- a business development company as defined in Section 2(a)(48) of the Company Act;
- a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if the plan has total assets in excess of \$5,000,000;
- an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 (“ERISA”), if the investment decision is made by a plan fiduciary which is a bank, savings and loan association, insurance company, or registered investment adviser;
- an employee benefit plan within the meaning of ERISA which has total assets in excess of \$5,000,000;

- a self-directed employee benefit plan within the meaning of ERISA, if the investment decisions are made solely by a natural person or an entity satisfying the requirements for investors in Kentucky, as described above or below (any such person, an “Accredited Investor”);
- a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- an organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership that is not formed for the specific purpose of acquiring the Notes, with total assets in excess of \$5,000,000;
- a trust, with total assets in excess of \$5,000,000, that is not formed for the specific purpose of acquiring the Notes, whose purchase is directed by a person with such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of an investment in the Notes;
- an entity in which each of the equity owners is an Accredited Investor.

All investors in Kentucky will be required to represent and warrant that they meet at least one of the foregoing special suitability standards, as well as the maximum investment limits of 10% of the investor’s net worth, determined exclusive of home, home furnishings and automobile.

Date: November 5, 2009