

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Greylock XII GP LLC</u>  (Last) (First) (Middle) <u>2550 SAND HILL ROAD, SUITE 200</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oportun Financial Corp [ OPRT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
	(City) (State) (Zip)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/30/2019		C		2,596,241	A	(1)(2)	2,596,241	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Common Stock	09/30/2019		C		288,462	A	(1)(2)	288,462	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B-1 Preferred Stock	(1)(2)	09/30/2019		C		181,066		(1)(2)	(1)(2)	Common Stock	181,066	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series C-1 Preferred Stock	(1)(2)	09/30/2019		C		93,680		(1)(2)	(1)(2)	Common Stock	93,680	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series D-1 Preferred Stock	(1)(2)	09/30/2019		C		401,270		(1)(2)	(1)(2)	Common Stock	401,270	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series E-1 Preferred Stock	(1)(2)	09/30/2019		C		279,759		(1)(2)	(1)(2)	Common Stock	279,759	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series F Preferred Stock	(1)(2)	09/30/2019		C		577,865		(1)(2)	(1)(2)	Common Stock	577,865	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series F-1 Preferred Stock	(1)(2)	09/30/2019		C		872,190		(1)(2)	(1)(2)	Common Stock	872,190	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series G Preferred Stock	(1)(2)	09/30/2019		C		190,411		(1)(2)	(1)(2)	Common Stock	190,411	(1)(2)	0	I	By Greylock XII Limited Partnership <sup>(3)</sup>
Series B-1 Preferred Stock	(1)(2)	09/30/2019		C		20,117		(1)(2)	(1)(2)	Common Stock	20,117	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>
Series C-1 Preferred Stock	(1)(2)	09/30/2019		C		10,408		(1)(2)	(1)(2)	Common Stock	10,408	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D-1 Preferred Stock	(1)(2)	09/30/2019		C			44,584	(1)(2)	(1)(2)	Common Stock	44,584	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>
Series E-1 Preferred Stock	(1)(2)	09/30/2019		C			31,084	(1)(2)	(1)(2)	Common Stock	31,084	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>
Series F Preferred Stock	(1)(2)	09/30/2019		C			64,204	(1)(2)	(1)(2)	Common Stock	64,204	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>
Series F-1 Preferred Stock	(1)(2)	09/30/2019		C			96,910	(1)(2)	(1)(2)	Common Stock	96,910	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>
Series G Preferred Stock	(1)(2)	09/30/2019		C			21,155	(1)(2)	(1)(2)	Common Stock	21,155	(1)(2)	0	I	By Greylock XII-A Limited Partnership <sup>(4)</sup>

1. Name and Address of Reporting Person \*

[Greylock XII GP LLC](#)

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Greylock XII Limited Partnership](#)

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Greylock XII-A Limited Partnership](#)

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. In connection with the closing of the issuer's initial public offering on September 30, 2019, each share of the issuer's Series B-1 Preferred Stock automatically converted into 1.1056056 shares of the issuer's Common Stock, each share of the issuer's Series C-1 Preferred Stock automatically converted into 1.789396 shares of the issuer's Common Stock, each share of the issuer's Series D-1 Preferred Stock automatically converted into 1.789396 shares of the issuer's Common Stock, each share of the issuer's Series E-1 Preferred Stock automatically converted into 1.9291389 shares of the issuer's Common Stock, each share of the issuer's Series F Preferred Stock automatically converted into 2.697117 shares of the issuer's Common Stock, each share of the issuer's Series F-1 Preferred Stock automatically converted into 1 share of the issuer's Common Stock and each share of the issuer's Series G Preferred Stock automatically converted into 1.48169754117647 shares of the issuer's Common Stock.

2. (Continued from footnote 1) and such shares had no expiration date. All shares of Common Stock (including fractions thereof) issued upon conversion of more than one share of the issuer's Preferred Stock by a holder thereof were aggregated. No fractional shares were issued upon this conversion.

3. The shares are held directly by Greylock XII Limited Partnership ("Greylock XII LP"). Greylock XII GP Limited Liability Company ("Greylock XII GP") is the sole General Partner of Greylock XII LP and may be deemed to share voting and dispositive power with respect to the shares held by Greylock XII LP. Greylock XII GP disclaims beneficial ownership of the securities held by Greylock XII LP except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XII GP of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

4. The shares are held directly by Greylock XII-A Limited Partnership ("Greylock XII-A LP"). Greylock XII GP is the sole General Partner of Greylock XII-A LP and may be deemed to share voting and dispositive power with respect to the shares held by Greylock XII-A LP. Greylock XII GP disclaims beneficial ownership of the securities held by Greylock XII-A LP except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission by Greylock XII GP of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

**Remarks:**

/s/ Donald A. Sullivan, as  
Administrative Partner of 09/30/2019  
Greylock XII GP LLC

/s/ Donald A. Sullivan, as  
Administrative Partner of  
Greylock XII GP LLC, the general 09/30/2019  
partner of Greylock XII Limited  
Partnership

/s/ Donald A. Sullivan, as  
Administrative Partner of  
Greylock XII GP LLC, the general 09/30/2019  
partner of Greylock XII-A Limited  
Partnership

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**