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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO \S 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO \S 240.13d-2(a)

(Amendment No. 5)1

Oportun Financial Corporation
(Name of Issuer)

Common Stock, \$0.0001 par value per share (Title of Class of Securities)

<u>68376D104</u> (CUSIP Number)

FINDELL CAPITAL MANAGEMENT LLC 88 Pine Street, Suite 2240 New York, New York 10005 ATTN: Ryan Voerg (646) 907-5217

ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 10, 2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \S 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \square .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 68376D104

1	NAME OF REPORTING PERSON		
	FINDELL C	APITAL PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠		
3	SEC USE ONLY		
4	SOURCE OF FUNI	DIS .	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 2,021,000	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

	2,021,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,021,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	5.7%
14	TYPE OF REPORTING PERSON
	PN

2

CUSIP No. 68376D104

1	NAME OF REPOR	TING PERSON		
	EDDIAGO	A CENTRAL CONTROL CONT		
	FINN MANAGEMENT GP LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		-0-		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		2.454.600		
PERSON WITH	9	3,454,600 SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10	SHARLD DISHOSHIYE I OWER		
		3,454,600		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,454,600			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
-				
	9.7%			
14	TYPE OF REPORTING PERSON			
	00			

3

CUSIP No. 68376D104

-		
1	NAME OF REPORTING PERSON	
ĺ		
ii e	FINDELL CAPITAL MANAGEMENT LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
		(b) ⊠
İ		(-)
	and van avev	
3	SEC USE ONLY	
Ï		
- 1	SOURCE OF FUNDS	
4	SOURCE OF TUNDS	
ii		
#		
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
İ		
II		Į.

6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		-0-			
OWNED BY	8	SHARED VOTING POWER			
EACH	0	SIMILE VOINGTOWER			
REPORTING					
PERSON WITH	PERSON WITH 9 SOLE DISPOSITIVE POWER				
		-0-			
	10	SHARED DISPOSITIVE POWER			
		2.454.600			
11	A CODECATE AMOU	3,454,600			
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,454,600				
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
15	I LICENT OF CLASS	REFERENCE DI TRICOTTI IL ROTT (11)			
	9.7%				
14	TYPE OF REPORTING	G PERSON			
	00				
	1 00				

4

CUSIP No. 68376D104

1	1 NAME OF REPORTING PERSON			
	BRIAN A. FINN			
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
-	CHECK THE ATTROTRIATE BOX IF A WIEWIDER OF A GROOT			
	· · ·			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	OO OO	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
3	CHECK BOX IF D	isclosure of Legal Proceedings is required forsulant to ITEM 2(d) or 2(e)	Ш	
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	United States			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	0	SHARED VOTING FOWER		
REPORTING		3,454,600		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
11	AGGDEGATE AM	3,454,600 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING LEASON		
	2.454.600			
12	3,454,600	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BOX II 11	TIL AGGREGATE AMOUNT IN ROW (11) EACEODES CERTAIN SHARES	ш	
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.7%			
14	TYPE OF REPORT	TING PERSON		
	Di			
	IN			

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (the "Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended as follows:

FCM invested a total of \$12,583,001, including brokerage commissions, to purchase 3,454,600 Shares. The source of funds was FCM's capital available for investment. FCM may effect purchases of Shares through margin accounts maintained for it with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in Shares may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Such margin accounts may from time to time have debit balances. Because other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase Shares.

Item 5. <u>Interest in Securities of the Issuer.</u>

Items 5(a) through (c) are hereby amended and restated to read as follows:

- (a) As of the date hereof, the Reporting Persons beneficially owned 3,454,600 Shares in the aggregate, representing approximately 9.7% of the outstanding Shares, including (i) 2,021,000 Shares held directly by FCP, representing approximately 5.7% of the outstanding Shares, and (ii) 1,433,600 Shares held in certain separately managed accounts. The aggregate percentage of Shares reported owned by the Reporting Persons herein is based upon 35,589,254 Shares outstanding, as of May 7, 2024, which is the total number of Shares outstanding as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on May 13, 2024.
- (b) Each of FCP, FCM, FMGP and Mr. Finn has shared voting power and shared investment power with respect to the Shares beneficially owned by them.
- (c) Since the filing of Amendment No. 4 to the Schedule 13D, none of the Reporting Persons has effected any transactions in the Shares, except as set forth on Schedule A.

Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his, her or its pecuniary interest therein.

6

CUSIP No. 68376D104

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 14, 2024

Findell Capital Partners, LP

By: Finn Management GP LLC

General Partner

By: /s/ Brian A. Finn

Name: Brian A. Finn Title: Managing Member

Finn Management GP LLC

By: /s/ Brian A. Finn

Name: Brian A. Finn Title: Managing Member

Findell Capital Management LLC

By: /s/ Brian A. Finn

Name: Brian A. Finn Title: Member

/s/ Brian A. Finn Brian A. Finn

7

CUSIP No. 68376D104

SCHEDULE A

<u>Transactions in Shares of the Issuer since the Filing of Amendment No. 4 to the Schedule 13D</u>

(all purchases and sales effected on the NASDAQ except as indicated below)

Amount of Securities
Purchased/(Sold)

Price (\$)

Date of Purchase/Sale

Purchase of Common Stock	225,000	\$3.05131	04/23/2024
Purchase of Common Stock	50,000	\$3.25532	04/24/2024
Purchase of Common Stock	50,000	\$3.22033	04/25/2024
Purchase of Common Stock	50,000	\$3.18534	04/26/2024
Purchase of Common Stock	50,000	\$3.29265	04/29/2024
Purchase of Common Stock	25,000	\$3.19936	04/30/2024
Purchase of Common Stock	25,000	\$3.30897	05/01/2024
Purchase of Common Stock	25,000	\$3.26318	05/02/2024
Purchase of Common Stock	25,000	\$3.58509	05/06/2024
Purchase of Common Stock	50,000	\$3.662910	05/07/2024
Purchase of Common Stock	35,000	\$3.669311	05/08/2024
Purchase of Common Stock	30,000	\$3.6796 ¹²	05/09/2024
Purchase of Common Stock	35,000	\$4.279613	05/10/2024
Purchase of Common Stock	20,000	\$4.423814	05/13/2024
Purchase of Common Stock	40,000	\$4.279315	05/14/2024

¹ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$2.6300 to \$3.4725 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 1.

² The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.1400 to \$3.3700 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 2.

³ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.0800 to \$3.2900 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 3.

⁴ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.0700 to \$3.3000 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 4.

⁵ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.0900 to \$3.3800 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 5.

⁶ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.1500 to \$3.2300 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 6.

⁷ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.2200 to \$3.3400 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 7.

⁸ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.2000 to \$3.3450 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 8.

⁹ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.5300 to \$3.6200 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 9.

¹⁰ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.6100 to \$3.7000 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 10.

¹¹ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.5900 to \$3.7500 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 11.

¹² The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.6400 to \$3.6700 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 12.

¹³ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$3.8950 to \$4.4200 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 13.

¹⁴ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$4.3500 to \$4.5000 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 14.

¹⁵ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$4.2100 to \$4.4800 per Share. The Reporting Persons undertake to provide to the Issuer, any security of the Issuer or the staff of the of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within the range set forth in this footnote 15.