
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. **10**)*

Oportun Financial Corp

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

68376D104

(CUSIP Number)

Ryan Voerg
FINDELL CAPITAL MANAGEMENT LLC, 88 Pine Street, Suite 2240
New York, NY, 10005
646-907-5217

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New York, NY, 10019
212-451-2300

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OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas
New York, NY, 10019
212-451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

07/14/2025

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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).

SCHEDULE 13D

CUSIP No.

68376D104

1

Name of reporting person

Findell Capital Partners LP

2	Check the appropriate box if a member of a Group (See Instructions)	
	<input type="checkbox"/> (a)	<input checked="" type="checkbox"/> (b)
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 1,975,000.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 1,975,000.00
11	Aggregate amount beneficially owned by each reporting person 1,975,000.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.5 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	68376D104
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1	Name of reporting person Finn Management GP LLC	
2	Check the appropriate box if a member of a Group (See Instructions)	
	<input type="checkbox"/> (a)	<input checked="" type="checkbox"/> (b)
3	SEC use only	
4	Source of funds (See Instructions) OO	

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,006,300.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,006,300.00
11	Aggregate amount beneficially owned by each reporting person 3,006,300.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 6.9 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	68376D104
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1	Name of reporting person FINDELL CAPITAL MANAGEMENT LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,006,300.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,006,300.00
11	Aggregate amount beneficially owned by each reporting person 3,006,300.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 6.9 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	68376D104
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1	Name of reporting person Finn Brian	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,006,300.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,006,300.00

11	Aggregate amount beneficially owned by each reporting person 3,006,300.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 6.9 %
14	Type of Reporting Person (See Instructions) IN

SCHEDULE 13D

CUSIP No.	68376D104
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1	Name of reporting person Warren Wilcox	
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions)	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, \$0.0001 par value per share

(b) Name of Issuer:

Oportun Financial Corp

(c) Address of Issuer's Principal Executive Offices:

2 CIRCLE STAR WAY, SAN CARLOS, CALIFORNIA , 94070.

Item 1 Comment:

The following constitutes Amendment No. 10 to the Schedule 13D filed by the undersigned (the "Amendment No. 10"). This Amendment No. 10 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background

(a) Item 2(a) is hereby amended to add the following:

In connection with the entry into the Cooperation Agreement, as defined and described in Item 4 below, Warren Wilcox is no longer a member of the Schedule 13(d) group and shall cease to be a Reporting Person immediately upon the filing of this Amendment No. 10. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated to read as follows:

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On July 14, 2025, FCM and certain of its affiliates (collectively, "Findell") entered into a letter agreement (the "Cooperation Agreement") with the Issuer, pursuant to which the Issuer agreed to appoint Warren Wilcox to its Board of Directors (the "Board") as a Class III director with a term expiring at the Issuer's 2028 Annual Meeting of Stockholders (the "2028 Annual Meeting"), with such appointment to be effective on the day following the conclusion of the Issuer's 2025 Annual Meeting of Stockholders.

The Issuer has also agreed that at or before its 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting"), one person who joined the Board before February 7, 2024, will have retired from the Board and will not stand for election as a member of the Board at the 2026 Annual Meeting.

Under the Cooperation Agreement, subject to the replacement being reasonably acceptable to the Board and certain other conditions specified in the Cooperation Agreement, Findell is entitled to director replacement rights in the event Mr. Wilcox ceases to serve as a director prior to the conclusion of the 2026 Annual Meeting.

Pursuant to the Cooperation Agreement, Findell has irrevocably withdrawn its nomination notice for the 2025 Annual Meeting and has agreed to abide by certain customary standstill restrictions and voting commitments to the extent they remain in effect for the duration of the Restricted Period, which is defined as the period from the date of the Cooperation Agreement until 11:59 p.m. Pacific time on the date that is 15 calendar days prior to the deadline for submission of stockholder director nominations for the 2028 Annual Meeting.

Findell and the Issuer also agreed to mutual non-disparagement and litigation restrictions, subject to certain exceptions.

The foregoing description of the Cooperation Agreement does not purport to be complete and is qualified in its entirety by reference to the Cooperation Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated to read as follows:

As of the date hereof, the Reporting Persons beneficially owned 3,006,300 Shares in the aggregate, representing approximately 6.9% of the outstanding Shares, including (i) 1,975,000 Shares held directly by FCP, representing approximately 4.5% of the outstanding Shares, and (ii) 1,031,300 Shares held in certain separately managed accounts. The aggregate percentage of Shares reported owned by the Reporting Persons herein is based upon 43,870,399 Shares outstanding, as of May 27, 2025, which is the total number of Shares outstanding as reported in the Issuer's proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 28, 2025.

(c) Item 5(c) is hereby amended and restated to read as follows:

Information concerning transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 9 to the Schedule 13D is set forth in Exhibit 1 attached hereto and is incorporated herein by reference. Except as otherwise noted, all of the transactions in the securities of the Issuer listed therein were effected in the open market through various brokerage entities.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following:

On July 14, 2025, Findell and the Issuer entered into the Cooperation Agreement, as defined and described in Item 4 above, which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

On July 15, 2025, FCP, FMGP, FCM and Brian A. Finn entered into a Joint Filing Agreement in which they agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

1 - Transactions in Securities.

99.1 - Cooperation Agreement, dated July 14, 2025 (incorporated by reference to Ex. 10.1 to the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 14, 2025).

99.2 - Joint Filing Agreement, by and among Findell Capital Partners, LP, Findell Capital Management LLC, Finn Management GP LLC, and Brian A. Finn, dated July 15, 2025.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Findell Capital Partners LP

Signature: /s/ Brian A. Finn
Name/Title: Brian A. Finn, Managing Member of Finn Management GP LLC, its General Partner
Date: 07/15/2025

Finn Management GP LLC

Signature: /s/ Brian A. Finn
Name/Title: Brian A. Finn, Managing Member
Date: 07/15/2025

FINDELL CAPITAL MANAGEMENT LLC

Signature: /s/ Brian A. Finn
Name/Title: Brian A. Finn, Member
Date: 07/15/2025

Finn Brian

Signature: /s/ Brian A. Finn
Name/Title: Brian A. Finn
Date: 07/15/2025

Warren Wilcox

Signature: /s/ Warren Wilcox
Name/Title: Warren Wilcox
Date: 07/15/2025

Transactions in the Securities of the Issuer Since Amendment No. 9 to the Schedule 13D

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>FINDELL CAPITAL PARTNERS, LP</u>			
Sale of Common Stock	(2,000)	\$6.5200	06/02/2025
Sale of Common Stock	(15,000)	\$6.5792	06/05/2025
Sale of Common Stock	(10,000)	\$6.9072	06/06/2025
Sale of Common Stock	(20,000)	\$6.9633	06/09/2025
Sale of Common Stock	(20,000)	\$6.9913	06/10/2025
Sale of Common Stock	(20,000)	\$6.8405	06/11/2025
Sale of Common Stock	(14,000)	\$7.2199	06/12/2025
Sale of Common Stock	(12,000)	\$6.8515	06/13/2025
Sale of Common Stock	(13,000)	\$7.2510	06/16/2025
Sale of Common Stock	(12,000)	\$6.9292	06/17/2025
Sale of Common Stock	(16,000)	\$6.9440	06/18/2025
Sale of Common Stock	(23,000)	\$6.9256	06/20/2025
Sale of Common Stock	(16,000)	\$6.7074	06/23/2025
Sale of Common Stock	(11,000)	\$7.2143	06/24/2025
Sale of Common Stock	(65,000)	\$7.3600	06/27/2025
Purchase of Common Stock	20,000	\$6.9973	07/09/2025
Purchase of Common Stock	4,000	\$6.3662	07/14/2025
<u>FINDELL CAPITAL MANAGEMENT LLC</u>			
<u>(Through the Separately Managed Accounts)</u>			
Sale of Common Stock	(31,000)	\$6.7074	06/23/2025
Sale of Common Stock	(22,000)	\$7.2143	06/24/2025
Sale of Common Stock	(16,577)	\$7.4266	06/26/2025
Sale of Common Stock	(423)	\$7.3114	06/27/2025
Sale of Common Stock	(65,000)	\$7.3600	06/27/2025
Purchase of Common Stock	5,000	\$6.7328	07/02/2025
Purchase of Common Stock	30,000	\$7.0212	07/03/2025
Purchase of Common Stock	110,000	\$7.7541	07/07/2025

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, \$0.0001 par value per share, of Oportun Financial Corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: July 15, 2025

By: /s/ Brian A. Finn
Brian A. Finn, Managing Member of Finn Management GP LLC, its General Partner

Finn Management GP LLC

By: /s/ Brian A. Finn
Brian A. Finn, Managing Member

FINDELL CAPITAL MANAGEMENT LLC

By: /s/ Brian A. Finn
Brian A. Finn, Member

Finn Brian

By: /s/ Brian A. Finn
Brian A. Finn