

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)¹

Oportun Financial Corporation
(Name of Issuer)

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

68376D104
(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)

March 19, 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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

¹ 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.

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 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 CAPITAL PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER

REPORTING PERSON WITH		2,021,000
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		5.9%
14	TYPE OF REPORTING PERSON	
		PN

1

CUSIP No. 68376D104

1	NAME OF REPORTING PERSON	
	FINN MANAGEMENT GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 -
	8	SHARED VOTING POWER
		2,649,600
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,649,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,649,600
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		7.7%
14	TYPE OF REPORTING PERSON	
		OO

2

CUSIP No. 68376D104

1	NAME OF REPORTING PERSON	
	FINDELL CAPITAL MANAGEMENT LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	

	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 -
	8	SHARED VOTING POWER 2,649,600
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,649,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,649,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.7%	
14	TYPE OF REPORTING PERSON OO	

3

CUSIP No. 68376D104

1	NAME OF REPORTING PERSON BRIAN A. FINN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 -
	8	SHARED VOTING POWER 2,649,600
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,649,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,649,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.7%	
14	TYPE OF REPORTING PERSON IN	

4

1	NAME OF REPORTING PERSON SUSAN EHRLICH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

5

1	NAME OF REPORTING PERSON SCOTT PARKER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

	- 0 -
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
14	TYPE OF REPORTING PERSON IN

6

CUSIP No. 68376D104

1	NAME OF REPORTING PERSON DAVID TOMLINSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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 104,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 104,000 *
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 104,000*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

* Includes 1,000 Shares underlying certain put options which are currently exercisable.

7

CUSIP No. 68376D104

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (the "Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated as follows:

FCM invested a total of \$9,902,833, including brokerage commissions, to purchase 2,649,600 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.

Mr. Tomlinson invested a total of \$348,200, including brokerage commissions, to purchase 104,000 Shares. The aggregate purchase price of the put options underlying 1,000 Shares held by Mr. Tomlinson was approximately \$57. Such Shares and put options were purchased with personal funds, which purchases were effected through a margin account maintained with his broker, Charles Schwab, which extends margin credit as and when required to open or carry positions in such account, subject to applicable federal margin regulations, stock exchange rules and Charles Schwab's credit policies. Since other securities are held in such margin account in addition to the Shares, it may not be possible to determine the amounts, if any, of margin attributable to the Shares. Nevertheless, to the best of Mr. Tomlinson's knowledge, no Shares he holds

were acquired on margin. Mr. Tomlinson is in the process of transferring all Shares that he owns into a non-marginable cash account.

Item 5. Interest in Securities of the Issuer.

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

- (a) As of the date hereof, the Reporting Persons beneficially owned 2,753,600 Shares in the aggregate, representing approximately 8.0% of the outstanding Shares, including (i) 2,021,000 Shares held directly by FCP, representing approximately 5.9% of the outstanding Shares, (ii) 618,600 Shares held in certain separately managed accounts and (iii) 104,000 Shares beneficially owned by Mr. Tomlinson, which includes 1,000 Shares underlying certain put options held by Mr. Tomlinson. The aggregate percentage of Shares reported owned by the Reporting Persons herein is based upon 34,557,486 Shares outstanding, as of March 13, 2024, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 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. Mr. Tomlinson has sole voting power and sole investment power with respect to the Shares beneficially owned by him.
- (c) Since the filing of Amendment No. 2 to the Schedule 13D, none of the Reporting Persons has effected any transactions in the Shares, except as set forth on Schedule A.

8

CUSIP No. 68376D104

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his, her or its pecuniary interest therein.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

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

Item 6 is hereby amended to add the following:

Mr. Tomlinson's American-style call options referencing an aggregate of 1,000 Shares, which had an exercise price of \$2.50, were exercised on March 15, 2024, as further described on Schedule A hereto.

Mr. Tomlinson has purchased American-style put options referencing an aggregate of 1,000 Shares, which have an exercise price of \$2.50 and which expire on April 19, 2024, as further described on Schedule A hereto.

9

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: March 19, 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

/s/ Susan Ehrlich
Susan Ehrlich

/s/ Scott Parker

SCHEDULE A**Transactions in Securities of the Issuer since the Filing of Amendment No. 2 to the Schedule 13D**
(all purchases and sales effected on the NASDAQ except as indicated below)**Findell Capital Management LLC**

Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price (\$)	Date of Purchase/Sale
Purchase of Common Stock	80,000	\$3.78041	03/11/2024
Purchase of Common Stock	29,000	\$3.82842	03/12/2024
Purchase of Common Stock	8,000	\$3.67853	03/13/2024
Purchase of Common Stock	11,000	\$3.56474	03/14/2024
Purchase of Common Stock	200,000	\$3.01675	03/15/2024
Purchase of Common Stock	20,000	\$2.84606	03/18/2024
Purchase of Common Stock	10,000	\$2.60517	03/19/2024

¹ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$ 3.5950 to \$3.8700 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 \$3.7500 to \$4.0100 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 \$3.6350 to \$3.7300 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 \$3.5300 to \$3.5700 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 \$2.7800 to \$3.4100 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 \$2.7300 to \$3.0300 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 \$2.5700 to \$2.6550 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.

David Tomlinson

Sale of Common Stock	(41,000)	\$2.84008	03/18/2024
Purchase of April 19, 2024 Put Option (\$2.50 Strike Price)	1,000	\$0.0570	03/18/2024
Exercise of March 15, 2024 Call Option (\$2.50 Strike Price)	1,000	\$2.5000	03/18/2024
Purchase of Common Stock	12,000	\$2.61009	03/19/2024

⁸ The price reported is a weighted average price. These Shares were purchases in multiple transactions ranging from \$2.7400 to \$2.9700 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 \$2.5778 to \$2.6288 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.

