

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

July 18, 2025
Date of Report (date of earliest event reported)

OPORTUN FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Commission File Number 001-39050

Delaware	45-3361983
State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification No.
2 Circle Star Way San Carlos, CA	94070
Address of Principal Executive Offices	Zip Code

(650) 810-8823
Registrant's Telephone Number, Including Area Code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	OPRT	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Principal Financial Officer and Principal Accounting Officer

On July 22, 2025, the Board of Directors of Oportun Financial Corporation (the “Company”) appointed Joseph Schueller, the Company’s Senior Vice President, Finance – Controller, as the Company’s Principal Financial Officer and Principal Accounting Officer, effective immediately. In connection with Mr. Schueller’s appointment, Raul Vazquez, the Company’s Chief Executive Officer, will no longer serve in such capacities.

Mr. Schueller formally joined the Company on July 21, 2025, having previously supported the Company in a consulting capacity.

Mr. Schueller, 48, joined the Company following his role as the SVP, CFO and Treasurer at North Shore Bank from 2022 to 2025. Prior to North Shore Bank, Mr. Schueller held senior finance positions at several financial institutions, including SVP, CFO and Treasurer of Hills Bank & Trust from 2021 to 2022 and Senior Director at RSM US LLP in its financial institutions consulting practice from 2019 to 2021. He also held prior senior roles at Cognition Financial Corporation, Santander Bank, N.A., Admirals Bank, and State Street Corporation. Mr. Schueller is a Certified Public Accountant and began his career at PricewaterhouseCoopers. He holds a B.S. in Business – Accounting from the University of Minnesota.

There are no arrangements or understandings between Mr. Schueller and any other persons pursuant to which he was selected as the Company’s principal financial officer and principal accounting officer. There are no family relationships between Mr. Schueller and any director or executive officer of the Company that would require disclosure under Item 401(d) of Regulation S-K under the Securities Exchange Act of 1934, as amended, and, there are no additional related party transactions between the Company and Mr. Schueller that would require disclosure under Item 404(a) of Regulation S-K.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At the 2025 annual meeting of stockholders of the Company held on July 18, 2025 (the “2025 Annual Meeting”), the Company’s stockholders approved (i) an amendment to the Company’s Amended and Restated Certificate of Incorporation to eliminate supermajority voting provisions and make certain other administrative changes and (ii) an amendment to the Company’s Amended and Restated Certificate of Incorporation to declassify the Company’s board of directors and provide for the annual election of directors (collectively, the “Charter Amendments”). A description of the Charter Amendments was set forth in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 28, 2025 (the “Proxy Statement”). The Charter Amendments became effective upon the filing of each Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on July 21, 2025 (each a “Certificate of Amendment”).

The foregoing description of the Charter Amendments does not purport to be complete and is qualified in its entirety by reference to the full text of each Certificate of Amendment, copies of which are filed as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

At the 2025 Annual Meeting, the Company’s stockholders voted on five proposals, each of which is described in more detail in the Company’s Proxy Statement. There were 32,377,751 shares of common stock present at the 2025 Annual Meeting in person or by proxy, which represented approximately 73.8% of the voting power of the shares of common stock entitled to vote at the 2025 Annual Meeting.

The stockholders of the Company voted on the following proposals at the 2025 Annual Meeting:

1. Election of two Class III directors, Carlos Minetti and Raul Vazquez, each to serve a three-year term, which will expire at the 2028 annual meeting of stockholders, or until his successor has been elected and qualified, or until his earlier death, resignation or removal.

Nominees	FOR	WITHHELD	BROKER NON-VOTES
Carlos Minetti	30,002,972	1,638,282	—
Raul Vazquez	23,612,895	8,028,089	—

Based on the votes set forth above, each of the director nominees was duly elected.

2. To approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to eliminate supermajority voting provisions and make certain other administrative changes.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
30,885,087	465,122	294,783	732,759

Based on the votes set forth above, the amendment to the Company’s Amended and Restated Certificate of Incorporation to eliminate supermajority voting provisions and make certain other administrative changes was approved.

3. To approve an amendment to the Company’s Amended and Restated Certificate of Incorporation to declassify the Company’s board of directors and provide for the annual election of directors.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
30,878,119	477,478	289,395	732,759

Based on the votes set forth above, the amendment to the Company's Amended and Restated Certificate of Incorporation to declassify the Company's board of directors and provide for the annual election of directors was approved.

4. Non-binding advisory resolution to approve the Company's named executive officer compensation, as described in the proxy materials.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
25,769,766	2,853,793	3,021,430	732,762

Based on the votes set forth above, the stockholders advised that they were in favor of the Company's named executive officer compensation set forth in the Company's proxy materials.

5. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025.

FOR	AGAINST	ABSTAIN
29,498,366	1,885,804	993,581

Based on the votes set forth above, the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2025 was ratified.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number

3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Oportun Financial Corporation
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Oportun Financial Corporation
104	Cover Page Interactive Data File embedded within the Inline XBRL document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OPORTUN FINANCIAL CORPORATION

(Registrant)

Date: July 23, 2025

By: /s/ Kathleen Layton

Kathleen Layton

Chief Legal Officer and Corporate Secretary

CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF OPORTUN FINANCIAL CORPORATION

(Pursuant to Section 242 of the

General Corporation Law of the State of Delaware)

Oportun Financial Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), DOES HEREBY CERTIFY:

1. The name of the Corporation is Oportun Financial Corporation. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 30, 2011. The original name of the corporation was Progreso Financiero Holdings, Inc.
2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, by the Board of Directors and the stockholders of the Corporation.
3. Section C of Article V of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“C. Removal of Directors.

a. Subject to the rights of any series of Preferred Stock to elect additional directors under specified circumstances, the entire Board of Directors or any individual director may be removed in the manner provided in Section 141(k) of the DGCL.

b. [RESERVED]”

4. Section (E)(1) of Article V of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Company. Any adoption, alteration, amendment or repeal of the Bylaws of the Company by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders of the Corporation shall also have power to adopt, alter, amend or repeal the Bylaws of the Company; *provided, however,* that, in addition to any vote of the holders of any class or series of stock of the Company required by law, by this Amended and Restated Certificate of Incorporation or by any Preferred Stock certificate of designation, the Bylaws of the Corporation may not be adopted, altered, amended or repealed by the stockholders of the Corporation except in accordance with the provisions of the Bylaws relating to amendments to the Bylaws.”

5. Section (B) of Article VIII of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“B. Any amendment to this Amended and Restated Certificate of Incorporation that requires stockholder approval pursuant to the DGCL shall require the affirmative vote of the holders of at least a majority of the voting power of the issued and then-outstanding shares of capital stock of the Corporation entitled to vote thereon.”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation on July 21, 2025.

By: /s/ Raul Vazquez
Name: Raul Vazquez
Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF OPORTUN FINANCIAL CORPORATION

(Pursuant to Section 242 of the

General Corporation Law of the State of Delaware)

Oportun Financial Corporation, a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), DOES HEREBY CERTIFY:

1. The name of the Corporation is Oportun Financial Corporation. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 30, 2011. The original name of the corporation was Progreso Financiero Holdings, Inc.
2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, by the Board of Directors and the stockholders of the Corporation.
3. Section C(a) of Article V of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:
“a. Subject to the rights of any series of Preferred Stock to elect additional directors under specified circumstances, the entire Board of Directors or any individual director may be removed in the manner provided in Section 141(k) of the DGCL.”
4. Section B of Article V of the Corporation’s Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

“B. Board of Directors

Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. At each annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

Notwithstanding the prior paragraph, (1) at the Company’s annual meeting of stockholders held in 2026 (the “**2026 Annual Meeting**”), the successors of the Class I directors whose terms expire at the 2026 Annual Meeting shall each be elected for a term expiring at the Company’s next annual meeting of stockholders (the “**2027 Annual Meeting**”); (2) at the 2027 Annual Meeting, the successors of the directors whose terms expire at the 2027 Annual Meeting (including, for the avoidance of doubt, the Class II directors and the successors of the directors elected at the 2026 Annual Meeting) shall each be elected for a term expiring at the Company’s next annual meeting of stockholders following the 2027 Annual Meeting (the “**2028 Annual Meeting**”); and (3) at the 2028 Annual Meeting and at all annual meetings thereafter, all directors shall be elected for a term expiring at the Company’s next annual meeting of stockholders following such meeting. Commencing with the 2028 Annual Meeting, the classification of the Board of Directors of the Company shall cease.

Notwithstanding the foregoing provisions of this section, each director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.”

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation on July 21, 2025.

By: /s/ Raul Vazquez
Name: Raul Vazquez
Title: Chief Executive Officer