

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Needham David Anthony</u>  (Last) (First) (Middle) OPORTUN FINANCIAL CORPORATION 2 CIRCLE STAR WAY  (Street) SAN CARLOS CA 94070  (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 10% Owner Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/24/2020		M		4,431	A	(1)	8,893	D	
Common Stock	03/24/2020		F		1,534	D	\$11.5	7,359	D	
Common Stock	03/24/2020		M		1,249	A	(1)	8,608	D	
Common Stock	03/24/2020		F		437	D	\$11.5	8,171	D	
Common Stock	03/24/2020		M		5,870	A	(1)	14,041	D	
Common Stock	03/24/2020		F		2,030	D	\$11.5	12,011	D	

**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
Restricted Stock Units	(1)	03/24/2020		M			4,431	(2)	(2)	Common Stock	4,431	\$0	1,023	D	
Restricted Stock Units	(1)	03/24/2020		M			1,249	(3)	(3)	Common Stock	1,249	\$0	569	D	
Restricted Stock Units	(1)	03/24/2020		M			5,870	(4)	(4)	Common Stock	5,870	\$0	17,612	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- The restricted stock units vest over four years from November 30, 2016 with 1/4 of the restricted stock units vesting on the one year anniversary and the remainder vesting quarterly, provided that the Reporting Person remains in continuous service to the Issuer on each vesting date (the "Service and Vesting Requirement"). In addition to the Service and Vesting Requirement, the shares only vest upon (i) change in control of the Issuer or (ii) the first trading date following the expiration of the lock-up period applicable in connection with the Issuer's Initial Public Offering of Common Stock, whichever occurs first.
- The restricted stock units vest over four years from March 3, 2017 with 1/4 of the restricted stock units vesting on the one year anniversary and the remainder vesting quarterly, provided that the Reporting Person remains in continuous service to the Issuer on each vesting date. In addition to the Service and Vesting Requirement, the shares only vest upon (i) change in control of the Issuer or (ii) the first trading date following the expiration of the lock-up period applicable in connection with the Issuer's Initial Public Offering of Common Stock, whichever occurs first.
- The restricted stock units vest over four years from August 30, 2018 with 1/4 of the restricted stock units vesting on each one year anniversary, provided that the Reporting Person remains in continuous service to the Issuer on each vesting date. In addition to the Service and Vesting Requirement, the shares only vest upon (i) change in control of the Issuer or (ii) the first trading date following the expiration of the lock-up period applicable in connection with the Issuer's Initial Public Offering of Common Stock, whichever occurs first.

**Remarks:**

/s/ Kathleen Layton (Attorney-in-Fact) 03/26/2020

\*\* 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.