

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Institutional Venture Management XIV, LLC</u>  (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING 2, SUITE 250  (Street) MENLO PARK CA 94025  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	09/30/2019		C		3,529,410	A	(1)	3,529,410	I	By Institutional Venture Partners XIV, L.P. (4)(5)
Common Stock	09/30/2019		C		319,281	A	(1)	3,848,691	I	By Institutional Venture Partners XIV, L.P. (4)(5)

**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					
Series G Convertible Preferred Stock	(1)	09/30/2019		C		2,382,005		(2)	(3)	Common Stock 3,529,410	\$0.00	0	I	By Institutional Venture Partners XIV, L.P. (4)(5)
Series H Convertible Preferred Stock	(1)	09/30/2019		C		319,281		(2)	(3)	Common Stock 319,281	\$0.00	0	I	By Institutional Venture Partners XIV, L.P. (4)(5)

1. Name and Address of Reporting Person * <u>Institutional Venture Management XIV, LLC</u>  (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING 2, SUITE 250  (Street) MENLO PARK CA 94025  (City) (State) (Zip)
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1. Name and Address of Reporting Person \*

[Institutional Venture Partners XIV, L.P.](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[FOGELSONG NORMAN A](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Harrick Stephen J](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
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(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Phelps Dennis B](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
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(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Chaffee Todd C](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING 2, SUITE 250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Miller J Sanford

(Last) (First) (Middle)

3000 SAND HILL ROAD  
BUILDING 2, SUITE 250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares of Series G Convertible Preferred Stock and Series H Convertible Preferred Stock had no expiration date and were convertible at any time at the election of the holder and automatically converted into shares of Common Stock in connection with the Issuer's initial public offering ("IPO").
2. Each share of the Issuer's Series G Convertible Preferred Stock automatically converted into 1.48169754117647 shares of the Issuer's Common Stock immediately upon the closing of the Issuer's IPO and has no expiration date. All shares of the Issuer's Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Issuer's Preferred Stock by a holder thereof shall be aggregated. No fractional share shall be issued upon this conversion.
3. Each share of the Issuer's Series H Convertible Preferred Stock automatically converted into one share of the Issuer's Common Stock immediately upon the closing of the Issuer's IPO and has no expiration date. All shares of the Issuer's Common Stock (including fractions thereof) issuable upon conversion of more than one share of the Issuer's Preferred Stock by a holder thereof shall be aggregated. No fractional share shall be issued upon this conversion.
4. The securities are held by Institutional Venture Partners XIV, L.P. ("IVP XIV").
5. Institutional Venture Management XIV, LLC ("IVM XIV") is the General Partner of IVP XIV. IVM XIV may be deemed to indirectly beneficially own the securities owned by IVP XIV. Norman A. Fogelson, Stephen J. Harrick, Dennis B. Phelps, Jr., Todd C. Chaffee and J. Sanford Miller are Managing Directors of IVM XIV and each share voting and dispositive power over the securities held by IVP XIV. Each disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein.

**Remarks:**

<u>Institutional Venture Management XIV, LLC, By: /s/ Norman A. Fogelson</u>	<u>10/01/2019</u>
<u>Institutional Venture Partners XIV, L.P., By: Institutional Venture Management XIV, LLC, its General Partner, By: /s/ Norman A. Fogelson</u>	<u>10/01/2019</u>
<u>/s/ Norman A. Fogelson</u>	<u>10/01/2019</u>
<u>/s/ Stephen J. Harrick</u>	<u>10/01/2019</u>
<u>/s/ Dennis B. Phelps, Jr.</u>	<u>10/01/2019</u>
<u>/s/ Todd C. Chaffee</u>	<u>10/01/2019</u>
<u>/s/ J. Sanford Miller</u>	<u>10/01/2019</u>
** 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.