

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

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

1. Name and Address of Reporting Person * <u>Madrone Partners, L.P.</u> (Last) (First) (Middle) 1149 CHESTNUT STREET, SUITE 200 (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
	(Empty)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/30/2019		C		4,085,865	A	(1)(2)	4,085,865	D ⁽³⁾	
Common Stock	09/30/2019		S		1,976,455	D	\$15	2,109,410	D ⁽³⁾	

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	Amount or Number of Shares				
Series B-1 Preferred Stock	(1)(2)	09/30/2019		C		84,227 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	93,121 ⁽¹⁾⁽²⁾	\$0	0	D	
Series C-1 Preferred Stock	(1)(2)	09/30/2019		C		23,884 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	42,666 ⁽¹⁾⁽²⁾	\$0	0	D	
Series D-1 Preferred Stock	(1)(2)	09/30/2019		C		356,701 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	638,279 ⁽¹⁾⁽²⁾	\$0	0	D	
Series E-1 Preferred Stock	(1)(2)	09/30/2019		C		40,716 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	78,546 ⁽¹⁾⁽²⁾	\$0	0	D	
Series F Preferred Stock	(1)(2)	09/30/2019		C		20,125 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	542,457 ⁽¹⁾⁽²⁾	\$0	0	D	
Series F-1 Preferred Stock	(1)(2)	09/30/2019		C		2,281,292 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	2,281,292 ⁽¹⁾⁽²⁾	\$0	0	D	
Series G Preferred Stock	(1)(2)	09/30/2019		C		276,375 ⁽¹⁾⁽²⁾		(1)(2)	(1)(2)	Common Stock	409,504 ⁽¹⁾⁽²⁾	\$0	0	D	

1. Name and Address of Reporting Person * <u>Madrone Partners, L.P.</u> (Last) (First) (Middle) 1149 CHESTNUT STREET, SUITE 200 (Street) MENLO PARK CA 94025 (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

MADRONE CAPITAL PARTNERS, LLC

(Last) (First) (Middle)

1149 CHESTNUT STREET, SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

Explanation of Responses:

1. In connection with the closing of the issuer's initial public offering on September 30, 2019, each share of the issuer's Series B-1 Preferred Stock automatically converted into 1.1056056 shares of the issuer's Common Stock, each share of the issuer's Series C-1 Preferred Stock automatically converted into 1.789396 shares of the issuer's Common Stock, each share of the issuer's Series D-1 Preferred Stock automatically converted into 1.789396 shares of the issuer's Common Stock, each share of the issuer's Series E-1 Preferred Stock automatically converted into 1.9291389 shares of the issuer's Common Stock, each share of the issuer's Series F Preferred Stock automatically converted into 2.697117 shares of the issuer's Common Stock, each share of the issuer's Series F-1 Preferred Stock automatically converted into 1 share of the issuer's Common Stock and each share of the issuer's Series G Preferred Stock automatically converted into 1.48169754117647 shares of the issuer's Common Stock.

2. (Continued from footnote 1) and such shares had no expiration date. All shares of Common Stock (including fractions thereof) issued upon conversion of more than one share of the issuer's Preferred Stock by a holder thereof were aggregated. No fractional shares were issued upon this conversion.

3. The shares are held by Madrone Partners, L.P. Madrone Capital Partners, LLC ("MCP") is the general partner of Madrone Partners, L.P. and may be deemed to have voting and dispositive power over the shares held by Madrone Partners, L.P. MCP disclaims beneficial ownership over the shares held by Madrone Partners, L.P. except to the extent of its pecuniary interest therein.

Madrone Partners, L.P. By:

Madrone Capital Partners, LLC

10/02/2019

Its: General Partner By: /s/

Thomas Patterson, Manager

Madrone Capital Partners, LLC

By: /s/ Thomas Patterson,

10/02/2019

Manager

** 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.