

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Needham David Anthony</u> (Last) (First) (Middle) <u>OPORTUN FINANCIAL CORPORATION</u> <u>2 CIRCLE STAR WAY</u> (Street) <u>SAN CARLOS CA 94070</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/25/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Opportun Financial Corp [OPRT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	----------------------------------------------------------	----------------------------------------------------------------	----------------------------------------------------------

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	09/26/2022	Common Stock	40,418	1.32	D
Stock Option (Right to Buy)	(1)	07/24/2023	Common Stock	22,727	4.4	D
Stock Option (Right to Buy)	(1)	09/28/2024	Common Stock	22,727	10.23	D
Stock Option (Right to Buy)	(2)	03/29/2026	Common Stock	40,908	19.36	D
Stock Option (Right to Buy)	(3)	11/29/2026	Common Stock	13,636	19.69	D
Stock Option (Right to Buy)	(4)	03/02/2027	Common Stock	4,545	20.68	D
Stock Option (Right to Buy)	(5)	06/27/2029	Common Stock	35,137	18.04	D
Restricted Stock Units	(6)	(6)	Common Stock	5,454	(6)	D
Restricted Stock Units	(7)	(7)	Common Stock	1,818	(7)	D
Restricted Stock Units	(8)	(8)	Common Stock	23,482	(8)	D
Restricted Stock Units	(9)	(9)	Common Stock	17,848	(9)	D
Restricted Stock Units	(10)	(10)	Common Stock	15,545	(10)	D

Explanation of Responses:

- The option is fully vested.
- Twenty-five percent (25%) of the option shares vested on March 30, 2017 and the balance vests monthly over thirty-six (36) months subject to the Reporting Person's Continuous Service to the Issuer through each vesting period. The option is early exercisable.
- Twenty-five percent (25%) of the option shares vested on November 30, 2017 and the balance vests monthly over thirty-six (36) months subject to the Reporting Person's Continuous Service to the Issuer through each vesting period. The option is early exercisable.
- Twenty-five per cent (25%) of the option shares vested on March 3, 2018 and the balance vests monthly over thirty-six (36) months subject to the Reporting Person's Continuous Service to the Issuer through each vesting period. The option is early exercisable.
- Twenty-five per cent (25%) of the option shares vest on March 3, 2020 and the balance vests monthly over thirty-six (36) months subject to the Reporting Person's Continuous Service to the Issuer through each vesting period. The option is early exercisable.
- The Reporting Person was granted restricted stock units ("RSUs") which represent a contingent right to receive one share of Common Stock for each RSU. The RSUs will vest over four (4) years from November 30, 2016 with twenty-five percent (25%) 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 will 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 Reporting Person was granted restricted stock units ("RSUs") which represent a contingent right to receive one share of Common Stock for each RSU. The RSUs will vest over four (4) years from March 3, 2017 with twenty-five percent (25%) 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 will 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 Reporting Person was granted RSUs which represent a contingent right to receive one share of Common Stock for each RSU. The RSUs will vest over four (4) years from August 30, 2018 with twenty-five percent (25%) 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 will 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 Reporting Person was granted RSUs which represent a contingent right to receive one share of Common Stock for each RSU. The RSUs will vest over four (4) years from March 3, 2019 with twenty-five percent (25%) vesting on each one year anniversary, provided that the Reporting Person remains in continuous service on each vesting date.
- The Reporting Person was granted RSUs which represent a contingent right to receive one share of Common Stock for each RSU. The RSUs will vest over two (2) years from August 1, 2019 with fifty percent (50%) vesting on the first anniversary and the remainder vesting quarterly, provided that the Reporting Person remains in continuous service on each vesting date.

/s/ Kathleen Layton (Attorney-in- 09/25/2019
Fact)

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Jonathan Coblentz, Joan Aristei and Kathleen Layton, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of Oportun Financial Corporation (the "COMPANY"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "EXCHANGE ACT") and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, or other form or report, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or Cooley LLP, as the case may be.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of August, 2019.

/s/ David Needham

David Needham