SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Addres		erson*	2. Issuer Name and Ticker or Trading Symbol <u>Oportun Financial Corp</u> [OPRT]	(Check	tionship of Reporting Pers all applicable)	< <i>,</i> ,					
(Last) OPORTUN FIN.	(First)	(Middle) PORATION	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2022		Director Officer (give title below) Chief Executi	10% Owner Other (specify below) ve Officer					
2 CIRCLE STAR WAY (Street) SAN CARLOS CA 94070 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	ividual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/25/2022		G	v	7,948(1)	D	\$0	954,776	D		
Common Stock	05/25/2022		G	v	7,948(1)	A	\$ <u>0</u>	180,812	Ι	See footnote ⁽²⁾	
Common Stock	08/30/2022		М		29,353	A	(3)	984,129	D		
Common Stock	08/30/2022		F		14,554(4)	D	\$5.33	969,575	D		

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

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1. Title of Derivative Security (Instr. 3) 2. Conversio or Exercis 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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(3)	08/30/2022		М			29,353	(5)	(5)	Common Stock	29,353	\$0	0	D	

Explanation of Responses:

1. This transaction involved a transfer of securities by the Reporting Person to a family trust for which the Reporting Person is the Trustee.

2. These shares are held in a family trust for which the Reporting Person is the Trustee.

3. Each restricted stock unit represents the right to receive at settlement, one share of common stock.

4. No shares were sold - these shares were withheld by the Issuer to satisfy tax obligations in connection with the vesting of previously reported restricted stock units.

5. The restricted stock units fully vested on August 30, 2022.

Remarks:

/s/ Kathleen Layton (Attorney-in- 09/01/2022 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 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.

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