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**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Layton Kathleen I.</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 Legal Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2024	
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	06/14/2024		A		30,535 <sup>(1)</sup>	A		(2)	107,873	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
Performance Stock Units	(3)	06/14/2024		A		30,535 <sup>(4)</sup>		(4)	03/10/2027	Common Stock	30,535 <sup>(4)</sup>	\$0	30,535	D	

**Explanation of Responses:**

- The Restricted Stock Units (RSU) vest in 3 equal annual installments from the vesting commencement date of March 10, 2023, subject to the continued service of the Reporting Person on each vesting date.
- Each RSU represents the right to receive, at settlement, one share of common stock.
- Each Performance-Based RSU (PSU) represents the right to receive, at settlement, one share of common stock.
- PSUs will vest based on the Company's achievement of absolute total shareholder return (Company TSR). The TSR period will be the three (3) year period covering calendar years 2024 through 2026. The target number of units subject to the award is presented in the table. The performance metric will be met, and the PSUs will vest, based on percentile achievement of 0% to 125% of the target number of units, depending on performance. Any PSUs achieved above 100% of target may be paid out to the Reporting Person in either cash or shares of common stock, at the sole discretion of the Company's Compensation and Leadership Committee. In addition to such performance requirements, the PSUs are subject to satisfying service-based requirements and any PSUs that are achieved will be scheduled to vest on March 10, 2027.

**Remarks:**

Kathleen Layton 06/18/2024  
 \*\* 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.