
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Oportun Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

45-3361983

(I.R.S. Employer Identification No.)

**2 Circle Star Way
San Carlos, California 94070
(650) 810-8823**

(Address of principal executive offices) (Zip Code)

**2019 Equity Incentive Plan
2019 Employee Stock Purchase Plan**

(Full titles of the plan)

**Raul Vazquez
Chief Executive Officer
Oportun Financial Corporation
2 Circle Star Way
San Carlos, California 94070
(650) 810-8823**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Eric C. Jensen
Robert W. Phillips
Calise Y. Cheng
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Joan Aristei
Kathleen I. Layton
Oportun Financial Corporation
2 Circle Star Way
San Carlos, California 94070
(650) 810-8823**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
– Shares reserved for future issuance under the 2019 Equity Incentive Plan	1,350,157 ⁽²⁾	\$19.71 ⁽³⁾	\$26,611,594.47	\$3,454.19
– Shares reserved for future issuance under the 2019 Employee Stock Purchase Plan	270,031 ⁽²⁾	\$16.75 ⁽⁴⁾	\$4,523,964.36	\$587.21
Total	1,620,188 ⁽²⁾		\$31,135,558.83	\$4,041.40

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (“**Common Stock**”) of Oportun Financial Corporation (the “**Registrant**”) that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant’s Common Stock.
- (2) Represents additional shares of Registrant’s Common Stock reserved for future issuance under the Registrant’s 2019 Equity Incentive Plan (the “2019 EIP”) and the Registrant’s 2019 Employee Stock Purchase Plan (the “2019 ESPP”) by reason of the automatic increase provisions of the 2019 EIP and 2019 ESPP.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Global Select Market on February 26, 2020.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon 85% of the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Global Select Market on February 26, 2020.

EXPLANATORY NOTE

Oportun Financial Corporation (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) an additional 1,350,157 shares of the Registrant’s Common Stock issuable to eligible persons pursuant to the Registrant’s 2019 Equity Incentive Plan and (b) an additional 270,031 shares of the Registrant’s Common Stock issuable to eligible persons pursuant to the Registrant’s 2019 Employee Stock Purchase Plan. The shares being registered pursuant to this Registration Statement are securities of the same class as and in addition to other securities for which the Registrant filed a Registration Statement on Form S-8 on September 27, 2019 (File No. 333-233979) (the “**Prior Form S-8**”).

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

In accordance with General Instruction E of Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference and made a part hereof.

The following documents filed by the Registrant with the Securities and Exchange Commission (the “SEC”) are also incorporated by reference into this Registration Statement:

- a. The Registrant’s Annual Report on Form 10-K (File No. 001-39050) for the fiscal year ended December 31, 2019, filed with the SEC on February 28, 2020.
- b. All other reports of the Registrant filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above (other than information in any Current Report on Form 8-K deemed to have been furnished and not filed in accordance with the rules of the Commission and, except as may be noted in any such Form 8-K, exhibits filed on such Form 8-K that are related to such information).
- c. The description of the Registrant’s Common Stock filed as Exhibit 4.3 to the Registrant’s Annual Report on Form 10-K (File No. 001-39050) for the fiscal year ended December 31, 2019, filed with the SEC on February 28, 2020, including any amendment or report filed for the purpose of updating such description.
- d. All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit	Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39050	3.1	September 30, 2019	
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-39050	3.2	September 30, 2019	
4.3	Form of Common Stock Certificate	S-1/A	333-232685	4.1	September 16, 2019	
4.4	Amended and Restated Investors’ Rights Agreement, dated as of February 6, 2015, by and among the Registrant and certain of its stockholders	S-1	333-232685	4.2	July 17, 2019	
5.1	Opinion of Cooley L.L.P.					X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm					X
23.2	Consent of Cooley LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (incorporated by reference to the signature page to this Registration Statement on Form S-8)					X
99.1	2019 Equity Incentive Plan, and Forms of Awards Notices and Agreements	S-8	333-233979	99.3	September 27, 2019	
99.2	2019 Employee Stock Purchase Plan	S-1/A	333-232685	10.5	September 16, 2019	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Carlos, State of California, on this 4th day of March, 2020.

OPORTUN FINANCIAL CORPORATION

By: /s/ Raul Vazquez

Name: Raul Vazquez

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Raul Vazquez, Jonathan Coblentz, Joan Aristei and Kathleen Layton, and each or any one of them, as his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raul Vazquez</u> Raul Vazquez	Chief Executive Officer and Director (Principal Executive Officer)	March 4, 2020
<u>/s/ Jonathan Coblentz</u> Jonathan Coblentz	Chief Financial Officer (Principal Financial and Accounting Officer)	March 4, 2020
<u>/s/ Aida M. Alvarez</u> Aida M. Alvarez	Director	March 4, 2020
<u>/s/ Jo Ann Barefoot</u> Jo Ann Barefoot	Director	March 4, 2020
<u>/s/ Louis P. Miramontes</u> Louis P. Miramontes	Director	March 4, 2020
<u>/s/ Carl Pascarella</u> Carl Pascarella	Director	March 4, 2020
<u>/s/ David Strohm</u> David Strohm	Director	March 4, 2020
<u>/s/ R. Neil Williams</u> R. Neil Williams	Director	March 4, 2020

Eric C. Jensen
+1 650 843 5049
ejensen@cooley.com

March 4, 2020

Oportun Financial Corporation
2 Circle Star Way
San Carlos, CA 94070

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Oportun Financial Corporation, a Delaware corporation (the “*Company*”), in connection with the filing of a registration statement on Form S-8 (the “*Registration Statement*”) with the Securities and Exchange Commission covering the offering of up to 1,620,188 shares of the Company’s Common Stock, par value \$0.0001 per share, including (a) 1,350,157 shares of Common Stock (the “*EIP Shares*”) issuable pursuant to the Company’s 2019 Equity Incentive Plan (the “*EIP*”) and (b) 270,031 shares of Common Stock (together with the EIP Shares, the “*Shares*”) issuable pursuant to the Company’s 2019 Employee Stock Purchase Plan (together with the EIP, the “*Plans*”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plans and originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than by the Company, of all documents where due authorization, execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with their respective Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

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Sincerely,

Cooley LLP

By: /s/ Eric. C. Jensen

Eric C. Jensen

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2020 relating to the financial statements of Oportun Financial Corporation and subsidiaries, appearing in the Annual Report on Form 10-K of Oportun Financial Corporation and subsidiaries for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

San Francisco, CA

March 4, 2020