

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>PASCARELLA CARL</u> (Last) (First) (Middle) <u>C/O OPORTUN FINANCIAL CORPORATION</u> <u>2 CIRCLE STAR WAY</u> (Street) <u>SAN CARLOS CA 94070</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Oportun Financial Corp [OPRT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
--	--	--

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							18,750	D		
Common Stock	09/30/2019		C		157,992	A	(1)	157,992	I	See footnote(2)
Common Stock	09/30/2019		C		84,336	A	(3)	242,328	I	See footnote(2)
Common Stock	09/30/2019		C		111,185	A	(4)	353,513	I	See footnote(2)
Common Stock	09/30/2019		C		135,342	A	(5)	488,857(6)	I	See footnote(2)
Common Stock	09/30/2019		S		240,000	D	\$15	248,857	I	See footnote(2)

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
Series D-1 Convertible Preferred Stock	(1)	09/30/2019		C			88,294	(1)	(1)	Common Stock	157,992	\$0	0	I	See footnote(2)
Series E-1 Convertible Preferred Stock	(3)	09/30/2019		C			43,717	(3)	(3)	Common Stock	84,336	\$0	0	I	See footnote(2)
Series F Convertible Preferred Stock	(4)	09/30/2019		C			41,224	(4)	(4)	Common Stock	111,185	\$0	0	I	See footnote(2)
Series G Preferred Stock	(5)	09/30/2019		C			91,343	(5)	(5)	Common Stock	135,342	\$0	0	I	See footnote(2)

Explanation of Responses:

1. Each share of Series D-1 Convertible Preferred Stock ("Series D-1") had no expiration date and converted into 1.789396 shares of Common Stock immediately upon the consummation of the Issuer's Initial Public Offering ("IPO"), with all fractional shares converting into Common Stock on an aggregate basis.

2. The shares are held by TPG Progress L.P. Mr. Pascarella is an advisor for TPG Growth, an affiliate of TPG Progress L.P. The general partner of TPG Progress L.P. is Tarrant Advisors Inc. David Bonderman and James Coulter are the managing directors of Tarrant Advisors Inc. and may be deemed to share voting and dispositive power with respect to the shares held by TPG Progress L.P. Mr. Pascarella disclaims beneficial ownership of the shares held by TPG Progress L.P., except to the extent of any proportionate pecuniary interest therein.

3. Each share of Series E-1 Convertible Preferred Stock ("Series E-1") had no expiration date and converted into 1.9291389 shares of Common Stock immediately upon the consummation of the Issuer's IPO, with all fractional shares converting into Common Stock on an aggregate basis.

4. Each share of Series F Convertible Preferred Convertible Stock ("Series F") had no expiration date and converted into 2.697117 shares of Common Stock immediately upon the consummation of the Issuer's IPO, with all fractional shares converting into Common Stock on an aggregate basis.

5. Each share of Series G Convertible Preferred Stock ("Series G") had no expiration date and converted into 1.48169754120 shares of Common Stock immediately upon the consummation of the Issuer's IPO, with all fractional shares converting into Common Stock on an aggregate basis.

6. Includes two (2) shares of Common Stock that comprise the fractional shares of the Series D-1, Series E-1, Series F and Series G Preferred Stock that were converted to Common Stock on an aggregate basis.

/s/ Kathleen Layton (Attorney-
in-Fact) 09/30/2019

** 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.