

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

November 3, 2022

Date of Report (date of earliest event reported)

Oportun Financial Corporation

(Exact Name of Registrant as Specified in its Charter)

Commission File Number 001-39050

| | |
|---|------------------------------------|
| Delaware | 45-3361983 |
| State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
| 2 Circle Star Way | |
| San Carlos, CA | 94070 |
| Address of Principal Executive Offices | Zip Code |

(650) 810-8823

Registrant's Telephone Number, Including Area Code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.0001 par value per share | OPRT | Nasdaq Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

2022-3 Securitization

On November 3, 2022, Oportun Financial Corporation (the “Company”) issued a press release announcing the issuance of \$300 million two-year asset-backed notes (the “Notes”) by Oportun Issuance Trust 2022-3 (the “Issuer”) and secured by a pool of its unsecured and secured personal installment loans (the “2022-3 Securitization”). The 2022-3 Securitization included four classes of fixed rate notes. The Notes were offered and sold in a private placement in reliance on Rule 144A under the U.S. Securities Act of 1933, as amended, and were priced with a weighted average yield of 10.935% per annum and weighted average interest rate of 9.505% per annum.

The Notes were issued pursuant to the Indenture dated as of November 3, 2022 (the “2022-3 Indenture”) entered into between the Issuer and Wilmington Trust, National Association, as indenture trustee, as securities intermediary and as depositary bank.

A copy of the press release is attached hereto as Exhibit 99.1.

The foregoing description of the 2022-3 Securitization does not purport to be complete and is qualified in its entirety by reference to the text of the 2022-3 Indenture, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The disclosure provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number

| | |
|------|---|
| 99.1 | Press Release dated November 3, 2022. |
| 104 | Cover Page Interactive Data File embedded within the Inline XBRL document |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OPORTUN FINANCIAL CORPORATION
(Registrant)

Date: November 3, 2022

By: /s/ Jonathan Coblentz

Jonathan Coblentz
Chief Financial Officer and Chief Administrative Officer
(Principal Financial Officer)

Oportun Completes \$300 Million Asset-Backed Securitization

SAN CARLOS, CALIFORNIA. — November 3, 2022 — Oportun (Nasdaq: OPRT), a mission-driven fintech and digital banking platform, today announced the issuance of \$300 million of Series 2022-3 fixed rate asset-backed notes (the “Notes”) in a private asset-backed securitization transaction secured by a pool of unsecured and secured installment loans.

“Amidst a challenging economic backdrop, Oportun’s access to the capital markets remains quite strong, as evidenced by the completion of our fifth major financing this year” said Jonathan Coblentz, Chief Financial Officer at Oportun. “These notes support our ability to tactically grow in the current environment, while advancing our mission by providing our members with responsible and affordable financial services that help hardworking people build a better future.”

The offering included four classes of the Notes: Class A, Class B, Class C and Class D. DBRS, Inc. rated all classes of the Notes, assigning ratings of AA (low) (sf), A (low) (sf), BBB (low) (sf) and BB (sf), respectively. The Class A, Class B, Class C and Class D Notes were placed with a diversified mix of institutional investors in a private offering pursuant to Rule 144A under the Securities Act of 1933, as amended. Jefferies acted as the lead book runner with J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC as joint book-runners.

This press release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

About Oportun

Oportun (Nasdaq: OPRT) is an A.I.-powered digital banking platform that seeks to make financial health effortless for anyone. Driven by a mission to provide inclusive and affordable financial services, Oportun helps its over 1.8 million hardworking members meet their daily borrowing, savings, banking, and investing needs. Since inception, Oportun has provided more than \$14 billion in responsible and affordable credit, saved its members more than \$2.3 billion in interest and fees, and automatically helped members set aside more than \$8.1 billion for rainy days and other needs. In recognition of its responsibly designed products, Oportun has been certified as a Community Development Financial Institution (CDFI) since 2009. For more information about Oportun, visit <https://oportun.com>.

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