



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

September 20, 2019

Kathleen Layton  
Assistant General Counsel  
Oportun Financial Corp  
2 Circle Star Way  
San Carlos, CA 94070

**Re: Oportun Financial Corp  
Amendment No. 2 to Form S-1  
Exhibit Nos. 10.9.2 and 10.9.4  
Filed September 16, 2019  
File No. 333-232685**

Dear Ms. Layton:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance