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

Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OPEN LENDING CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6141
(Primary Standard Industrial
Classification Code Number)

84-5031428
(I.R.S. Employer
Identification Number)

**1501 S. MoPac Expressway
Suite 450
Austin, TX
(512) 892-0400**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Open Lending Corporation
1501 S. MoPac Expressway
Suite 450
Austin, TX 78746
(512) 892-0400**

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

Copies to:

**Jocelyn M. Arel
Michael J. Minahan
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
Tel: (617) 570-1000**

**John J. Flynn
Chief Executive Officer
Open Lending Corporation
1501 S. MoPac Expressway
Austin, TX 78746
Tel: (512) 892-0400**

**Michael Kaplan
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Tel: 212-450-4000**

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-254839

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting 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 Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common stock, \$0.001 par value per share	1,725,000	\$34.00	\$58,650,000	\$6,398.72

- (1) Represents only the additional number of shares being registered and includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-254839).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$318,693,750 on a Registration Statement on Form S-1 (File No. 333-254839), which was declared effective by the Securities and Exchange Commission on April 1, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$58,650,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

Explanatory Note and Incorporation by Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act. The contents of the Registration Statement on Form S-1 (File No. 333-254839), as amended, or the Prior Registration Statement, filed by Open Lending Corporation with the Securities and Exchange Commission, or the Commission, pursuant to the Securities Act, which was declared effective by the Commission on April 1, 2021, are incorporated by reference into this Registration Statement.

We are filing this registration statement for the sole purpose of increasing by 1,725,000 shares the number of shares of our common stock to be registered for issuance and sale. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of WithumSmith+Brown, PC.
23.3	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
24.1*	Power of Attorney on signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-254839), originally filed with the Securities and Exchange Commission on March 29, 2021 and incorporated by reference herein.

* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Austin, Texas, on April 1, 2021.

OPEN LENDING CORPORATION

By: /s/ John J. Flynn

Name: John J. Flynn

Title: Chairman and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John J. Flynn</u> John J. Flynn	Chairman, Director, Chief Executive Officer (Principal Executive Officer)	April 1, 2021
<u>/s/ Ross M. Jessup</u> Ross M. Jessup	Director, President and Chief Operating Officer	April 1, 2021
<u>/s/ Charles D. Jehl</u> Charles D. Jehl	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 1, 2021
<u>*</u> Blair J. Greenberg	Director	April 1, 2021
<u>*</u> Gene Yoon	Director	April 1, 2021
<u>*</u> Adam H. Clammer	Director	April 1, 2021
<u>*</u> Brandon Van Buren	Director	April 1, 2021
<u>*</u> Eric A. Feldstein	Director	April 1, 2021
<u>*</u> Shubhi Rao	Director	April 1, 2021
<u>*</u> Jessica Snyder	Director	April 1, 2021

*By /s/ Charles D. Jehl

Charles D. Jehl

Attorney-in-fact

April 1, 2021

Open Lending Corporation
1501 S. MoPac Expressway
Suite 450
Austin, TX

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-254839) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement relating to the offer and sale of up to 10,350,000 shares (the "Shares") of the Company's Common Stock, \$0.01 par value per share, to be sold by the selling stockholders listed in the Initial Registration Statement under "Principal and Selling Stockholders" (the "Selling Stockholders"), including 1,350,000 shares purchasable by the underwriters upon their exercise of an option to purchase additional shares granted to the underwriters by the Selling Stockholders. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company, the Selling Stockholders and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and validly issued and are fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 16, 2021, with respect to the consolidated financial statements of Open Lending Corporation included in Amendment No. 1 to the Registration Statement (Form S-1) and related Prospectus of Open Lending Corporation for the registration of its common stock.

/s/ Ernst & Young LLP

Austin, Texas

April 1, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated February 14, 2020 (which includes an explanatory paragraph relating to the ability of Nebula Acquisition Corporation and Subsidiaries to continue as a going concern) relating to the consolidated balance sheets of Nebula Acquisition Corporation and Subsidiaries as of December 31, 2019 and 2018, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the two years in the period ended December 31, 2019, appearing in the proxy statement/prospectus, which is a part of this Registration Statement, and to the reference to our Firm under the caption "Experts" in the proxy statement/prospectus.

We hereby consent to the use in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated February 15, 2019 (which includes an explanatory paragraph relating to the ability of Nebula Acquisition Corporation to continue as a going concern) relating to the balance sheets of Nebula Acquisition Corporation as of December 31, 2018 and 2017, and the related statements of operations, changes in stockholders' equity and cash flows for the year ended December 31, 2018 and for the period from October 2, 2017 (inception) through December 31, 2017, appearing in the proxy statement/prospectus, which is a part of this Registration Statement, and to the reference to our Firm under the caption "Experts" in the proxy statement/prospectus.

/s/ WithumSmith+Brown, PC
New York, New York
April 1, 2021