SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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☑ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Glasl Michelle

(Last) (First) (Middle)
C/O OPEN LENDING CORPORATION
1501 S. MOPAC EXPRESSWAY, SUITE 450

(Street)
AUSTIN TX 78746

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Open Lending Corp [LPRO]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
☑ Officer (give title below)
Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
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, par value $0.01 per share	07/30/2026		D(1)		12,240	D	$3.15	0	D	

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	Amount or Number of Shares				
Restricted Stock Units	(2)	07/30/2026		D			172,142	(2)	(2)	Common Stock, par value $0.01 per share	172,142	(2)	0	D	
Stock Options	$2.5	07/30/2026		D			117,647	(3)	07/30/2035	Common Stock, par value $0.01 per share	117,647	(3)	0	D	
Performance Stock Units	(4)	07/30/2026		A		142,818		(4)	(4)	Common Stock, par value $0.01 per share	142,818	(4)	142,818	D	
Performance Stock Units	(4)	07/30/2026		D			142,818	(4)	(4)	Common Stock, par value $0.01 per share	142,818	(4)	0	D	

Explanation of Responses:

1. Pursuant to the Agreement and Plan of Merger, dated as of June 15, 2026 (the "Merger Agreement"), among the Issuer, ANV Group Holdings Ltd. and Lakers Acquisition Sub, Inc., each share of common stock outstanding at the effective time of the merger (the "Effective Time") effected pursuant to the Merger Agreement was converted into the right to receive $3.15 per share in cash.
2. Pursuant to the Merger Agreement, each time-based restricted stock unit of the Issuer outstanding at the Effective Time was cancelled and converted into the right to receive $3.15 in cash.
3. Pursuant to the Merger Agreement, each stock option of the Issuer (each, an "Option") outstanding and unexercised at the Effective Time with an exercise price per share that is less than $3.15 was cancelled and converted into the right to receive a cash payment equal to (x) the total number of shares of common stock subject to such Option multiplied by (y) the excess of $3.15 over the applicable exercise price per share.
4. Pursuant to the Merger Agreement, effective as of immediately prior to the Effective Time, each outstanding performance-based stock unit of the Issuer (each, a "PSU") vested on a one PSU for one share of common stock basis and, at the Effective Time, was cancelled and converted into the right to receive $3.15 in cash.

Remarks:

/s/ Ben Massey, as Attorney-in-Fact — 07/30/2026

** 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.