SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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 193/

OMB APPROVAL

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		i licu	pursuant to Section 10(a) of the Sectimics Exchange Act of 1554					
			or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Feison		rson*	2. Issuer Name and Ticker or Trading Symbol Open Lending Corp [LPRO]		tionship of Reporting all applicable) Director) Perso	on(s) to Issuer 10% Owner	
	(First) (Middle) BREGAL INVESTMENTS, INC. ARK AVENUE, 29TH FLOOR	S, INC.	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2021		Officer (give title below)	Λ	Other (specify below)	
277 PARK AVENUE, 29TH FLOOR		UUK	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicat Line)				
(Street)				X	Form filed by One	Repor	ting Person	
NEW YORK	NY	10172			Form filed by More Person	e than	One Reporting	
(City)	(State)	(Zip)						

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/19/2021		S		500,000	D	\$31.4	8,786,192	Ι	See Footnote ⁽¹⁾
Common Stock	08/20/2021		S		264,780	D	\$31.5	8,503,412	Ι	See Footnote ⁽¹⁾
Common Stock	08/20/2021		S		65,220	D	\$33.3269(2)	8,438,192	Ι	See Footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of		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				

Explanation of Responses:

1. The shares reported herein are held directly by Bregal Sagemount I, L.P. ("Bregal Sagemount"). The Reporting Person is the director of Bregal Investments, Inc. ("Bregal Investments"), which is the registered investment advisor of Bregal Sagemount. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares for Section 16 of the Securities Exchange Act of 1934 or any other purposes.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.48 to \$33.26, inclusive.

Remarks:

** Signature of Reporting Person

<u>08/23/2021</u> 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.