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

1. Name and Address of Reporting Person* Roe Matthew	2. Issuer Name **and** Ticker or Trading Symbol Open Lending Corp [LPRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) Roe	(First) Matthew	(Middle)

3. Date of Earliest Transaction (Month/Day/Year)   02/05/2024

Director	10% Owner
X Officer (give title below)	Other (specify below)

Chief Revenue Officer

C/O OPEN LENDING CORPORATION

1501 S. MOPAC EXPRESSWAY, SUITE 450

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

AUSTIN	TX	78746
(City)	(State)	(Zip)

Rule 10b5-1(c) Transaction Indication

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

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	02/05/2024		M		499(1)	A	$0	124,748	D	
Common Stock, par value $0.01 per share	02/05/2024		F		147	D	$6.78	124,601	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)	02/05/2024		M			499	(3)	(3)	Common Stock, par value $0.01 per share	499	$0	57,043	D	

Explanation of Responses:

1. Reflects restricted stock units that upon vesting converted into shares of LPRO common stock.

2. Each restricted stock unit represents a contingent right to receive one share of LPRO common stock.

3. These restricted stock units vested on February 5, 2024.

Remarks:

/s/ Matthew Stark, as Attorney-in-Fact	02/07/2024
** Signature of Reporting Person	Date