

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>Bain Adam</u>  (Last) (First) (Middle) <u>410 N. SCOTTSDALE ROAD, SUITE 1600</u>  (Street) <u>TEMPE AZ 85281</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Opendoor Technologies Inc. [ OPEN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/30/2021		A		4,302	A	\$16.2918 <sup>(1)</sup>	42,189	D	
Common Stock	07/02/2021		X		1,265,000	A	\$11.5	2,311,719 <sup>(2)</sup>	I	By: 01 Advisors 01 LP <sup>(3)</sup>
Common Stock	07/02/2021		F		815,166	D	\$16.866	1,496,553 <sup>(4)</sup>	I	By: 01 Advisors 01 LP <sup>(3)</sup>
Common Stock								225,000	I	By: 010118 Management, L.P <sup>(3)</sup>

**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
Warrant	\$11.5	07/02/2021		X			1,265,000	04/30/2021	12/18/2025	Common Stock	1,265,000	<sup>(4)</sup>	0	I	By: 01 Advisors 01 LP <sup>(3)</sup>

**Explanation of Responses:**

1. Restricted stock units issued to the reporting person pursuant to the Issuer's Non-Employee Director Compensation Plan in lieu of retainer fees of \$70,081.97.
2. Represents 1,046,719 shares of common stock received in a pro rata distribution-in-kind from SCH Sponsor II LLC and 1,265,000 shares of common stock received upon the exercise of 1,265,000 warrants received in a separate pro rata distribution-in-kind from SCH Sponsor II LLC.
3. On the basis of the reporting person's relationship with 010118 Management, L.P. ("010118") and 01 Advisors 01 LP ("01 Advisors"), the reporting person may be deemed a beneficial owner of the shares of the Company's Common Stock held by 010118 and 01 Advisors. The reporting person disclaims beneficial ownership of the shares of the Company's Common Stock held by 010118 and 01 Advisors, except to the extent of his pecuniary interest therein.
4. Represents securities received in a pro rata distribution-in-kind from SCH Sponsor II LLC.

**Remarks:**

/s/ Carrie Wheeler, Attorney-in fact 07/02/2021

\*\* 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.