SEC Form 4

FORM 4

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

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WHEELER CARRIE	Opendoor Technologies Inc. [OPEN]	

1. Name and Address of Reporting Person[*]

WHEELER CARRIE

(Last)   (First)   (Middle)

1 POST STREET, FLOOR 11

(Street)

SAN FRANCISCO   CA   94104

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Opendoor Technologies Inc. [OPEN]

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2020

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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	12/18/2020		A		3,898,278[(1)]	A	[(2)]	3,898,278	D	
Common Stock	12/18/2020		A		150,000	A	$10	4,048,278	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				
Performance Rights	[(3)]	12/18/2020		A		485,262		[(3)]	[(3)]	Common Stock	485,262	$0.00	485,262	D	

Explanation of Responses:

1. Represents 3,898,278 restricted stock units subject to time based vesting. Each restricted stock unit represents a contingent right to receive one share of the Opendoor Technologies Inc.'s (the "Company's") Common Stock.

2. Pursuant to the consummation of the business combination of Social Capital Hedosophia Holdings Corp. II ("SCH") and Opendoor Labs Inc. (the "Business Combination"), SCH was domesticated, changing its name to Opendoor Technologies Inc. and each share of SCH Class A stock was automatically converted into the right to receive one share of the Company's Common Stock.

3. Each performance right represents a contingent right to receive one share of the Issuer's Common Stock upon the Issuer's Common Stock achieving certain share-price based goals.

/s/ Carrie Wheeler   12/22/2020

** 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.