FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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

1. Name and Address of Reporting Person\* Section 32 GP 1, LLC

171 MAIN STREET #671

(Street) LOS ALTOS

(City)

(First)

CA

(State)

(First)

1. Name and Address of Reporting Person\*

Maris William J

171 MAIN STREET #671

(Middle)

94022

(Zip)

(Middle)

	ction 1(b).	unue. See		Filed	pursu	ant	to Section	n 16(	a) of the	e Seci	urities Exchang	ge Act o	f 1934			nours	per resp	onse:	0.5	
					or S	ection	on 30(h)	of the	Investi	ment (	Company Act of									
1. Name and Address of Reporting Person* Section 32 Fund 1, LP					2. Issuer Name and Ticker or Trading Symbol  Dave Inc./DE [ DAVE ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner						
(Last) (First) (Middle) 171 MAIN STREET #671						3. Date of Earliest Transaction (Month/Day/Year) 09/27/2022									Officer (give title below)  Officer (give title below)					
Street) LOS ALTOS CA 94022				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)     5. Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person     X     Person     Person										on					
(City)	ity) (State) (Zip)					Person														
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye				2A. Deemed Execution Date		te,	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount Securities Beneficial Owned F		ount of ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Report Transa (Instr. 3	ed ection(s) 3 and 4)			(Instr. 4)	
Class A Common Stock 09/27/202					2.2			S		98,364	D	\$0.4	36(1)	93,0	)99,163	D	(2)			
Class A Common Stock 09/28/202					.2		S		248,782	D	\$0.4	154(3)	92,8	350,381	D	(2)				
Class A Common Stock 09/29/202					22	2			S		400,974	D	\$0.33	511(4)	92,4	449,407		(2)		
. Title of Derivative Security Instr. 3)		2. Conversion of Exercise Price of Derivative  3. Transaction Date (Month/Day/Year)						5. Numbe		ions ate Ex	, convertibercisable and	or Beneficible securitie  7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. P Der Sec (Ins	rice of ivative curity of tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4		11. Nature of Indirect Beneficial Ownershij (Instr. 4)	
					Code	v	and (A)		Date	rcisabl	Expiration Date	Title	Amour or Number of Shares	er						
	nd Address on 32 Fund	of Reporting Person	*				·		·		,			·			·			
(Last) 171 MA	IN STREE	(First) T #671	(	(Middle)																
Street)	TOS	CA		94022																
(City)		(State)		(Zip)																

(Street) LOS ALTOS	CA	94022
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.4281 to \$0.4439. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 2. The reported securities are held of record by Section 32 Fund 1, LP ("Fund 1"). Section 32 GP 1, LLC (the "GP"), the general partner of Fund 1, and William J. Maris, the managing member of the GP, may be deemed to share voting and dispositive power over the shares held by Fund 1. Such persons and entities disclaim beneficial ownership of shares held by Fund 1 except to the extent of any necuniary interest therein
- 3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.4 to \$0.43. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.3261 to \$0.41. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Nina Labatt, officer of
Section 32 GP 1, L.L.C. on
behalf of Section 32 Fund 1,
L.P
/s/ Nina Labatt, officer of
Section 32 GP 1, L.L.C.
/s/ Nina Labatt, as Attorneyin-Fact for William J. Marris
\*\* Signature of Reporting Person

Date

09/29/2022

09/29/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.