

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

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

**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* <u>Section 32 Fund 1, LP</u>  (Last) (First) (Middle) 171 MAIN STREET #671  (Street) LOS ALTOS CA 94022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VPC Impact Acquisition Holdings III, Inc.</u> [ DAVE ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/05/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Class A Common Stock	01/05/2022		A		98,114,926	A	(1)	98,114,926	D(2)	

**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)					

1. Name and Address of Reporting Person\*  
Section 32 Fund 1, LP  
 (Last) (First) (Middle)  
 171 MAIN STREET #671  
 (Street)  
 LOS ALTOS CA 94022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Section 32 GP 1, LLC  
 (Last) (First) (Middle)  
 171 MAIN STREET #671  
 (Street)  
 LOS ALTOS CA 94022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Maris William J  
 (Last) (First) (Middle)  
 171 MAIN STREET #671  
 (Street)  
 LOS ALTOS CA 94022  
 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. On January 5, 2022, pursuant to that certain Agreement and Plan of Merger, dated as of June 7, 2021 (the "Merger Agreement"), by and among VPC Impact Acquisition Holdings III, Inc. (the "Issuer"), Dave Inc., a Delaware corporation ("Legacy Dave"), and the other parties thereto, the Issuer completed its initial business combination (the "Business Combination"). As a result of the Business Combination, the Issuer changed its name to Dave Inc. In connection with the Business Combination and in accordance with the Merger Agreement, (i) 70,921,980 shares of Series A Preferred Stock and (ii) 1,520,305 shares of Series B-2 Preferred Stock of Legacy Dave held by the Reporting Person were converted into 98,114,926 shares of Class A Common Stock of the Issuer. The issuance of the shares was approved by the Issuer's board of directors pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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 pecuniary interest therein.

**Remarks:**

/s/ Nina Labatt, officer of  
Section 32 GP 1, L.L.C. on  
behalf of Section 32 Fund 1,  
L.P. 01/07/2022

/s/ Nina Labatt, officer of  
Section 32 GP 1, L.L.C 01/07/2022

/s/ Nina Labatt, as Attorney-  
in-Fact for William J. Maris 01/07/2022

\*\* 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.**