#### **GREEN DOT CORP**

Form 4

August 09, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ricci John C			2. Issuer Name <b>and</b> Ticker or Trading Symbol GREEN DOT CORP [GDOT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
3465 EAST FC BOULEVARD			(Month/Day/Year) 08/07/2013	Director 10% Owner _X_ Officer (give title Other (specify below) General Counsel and Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
PASADENA, CA 91107			Filed(Month/Day/Year)				

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		rities Acquired Disposed of		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/07/2013		С	16,573	A	\$0	97,872	D	
Class A Common Stock	08/07/2013		S <u>(1)</u>	16,573	D	\$ 25	81,299	D	
Class A Common Stock	08/08/2013		C	33,427	A	\$0	114,726	D	
Class A Common	08/08/2013		S(1)	33,427	D	\$ 25	81,299	D	

#### Stock

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

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Stock Option (right to buy Class B Common Stock) (2)	\$ 10.75	08/07/2013		M			16,573	12/11/2012	12/11/2018	Class B Common Stock (2)	16,
Class B Common Stock (2)	\$ 0	08/07/2013		M		16,573		(2)	(2)	Class A Common Stock	16,
Class B Common Stock (2)	\$ 0	08/07/2013		С			16,573	(2)	(2)	Class A Common Stock (3)	16,
Stock Option (right to buy Class B Common Stock) (2)	\$ 10.75	08/08/2013		M			33,427	12/11/2012	12/11/2018	Class A Common Stock	33,
Class B Common Stock (2)	\$ 0	08/08/2013		M		33,427		(2)	(2)	Class A Common Stock	33,
Class B Common Stock (2)	\$ 0	08/08/2013		С			33,427	<u>(2)</u>	<u>(2)</u>	Class A Common Stock (3)	33,
	\$ 0							(2)	(2)		4,4

Class B Common Stock Class A Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ricci John C

3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107

General Counsel and Secretary

**Signatures** 

/s/ Lina Davidian as attorney-in-fact for John C. Ricci

08/09/2013

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* 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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013.
- (2) The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.
- (3) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock, which Class A Common Stock has no exercisable date or expiration date.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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