#### **GREEN DOT CORP**

Form 4

August 30, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287 January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

Class A

Stock

Common

08/28/2013

(Print or Type Responses)

1. Name and A	Symbol	2. Issuer Name and 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 Tra	ansaction		(Circ	ck un applicabl	<i>C)</i>
3465 EAST BOULEVA	FOOTHILL ARD	(Month) 08/28/	Day/Year) 2013			_X_ Director Officer (giv below)		% Owner ner (specify
	(Street)	4. If An	endment, Da	te Original		6. Individual or .	Joint/Group Fili	ng(Check
PASADEN	A, CA 91107	Filed(M	onth/Day/Year)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po More than One R	
(City)	(State)	(Zip) Ta	ole I - Non-D	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securitie r(A) or Disp (Instr. 3, 4	osed of (D)	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)
C1 A			Code V	Amount	(D) Price	• (====================================		
Class A Common Stock	08/28/2013		C	5,320	A \$0	9,186	D	

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

 $\mathbf{C}$ 

419,954 A

\$ 0 419,954

By Greenleaf

Ι

Family

Dated May 16, 1999 (1)

Trust

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) on Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Expiration Date Un		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock (2)	\$ 0	08/28/2013		С	5,320 <u>(3</u>	(2)	(2)	Class A Common Stock	5,320	
Class B Common Stock (2)	\$ 0	08/28/2013		C	419,954 (3)	(2)	<u>(2)</u>	Class A Common Stock	419,954	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F 8</b>	Director	10% Owner	Officer	Other		
Greenleaf Timothy R 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	X					

# **Signatures**

/s/ Lina Davidian as attorney-in-fact for Timothy R. Greenleaf

08/30/2013

\*\*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).
- The reporting person is the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of the reporting (1) person's pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.

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- (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.
- The Class B Common Stock converted into shares of Class A Common Stock on a one-for-one basis in accordance with terms for the automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.

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.