#### **GREEN DOT CORP**

Form 4

October 03, 2014

### FORM 4

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

OMB 3235-0287 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** burden hours per

0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Streit Steven W			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 air applicable)				
3465 EAST FOOTHILL BOULEVARD			(Month/Day/Year) 10/01/2014	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specif below) Chairman, President and CEO				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
DASADENA	CA 01107		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
PASADENA	, CA 91107			Person				

(City)	(State) (Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	10/01/2014		F	26,090 (1)	D	\$0	173,910	D	
Class A Common Stock	10/01/2014		A	109,608 (2)	A	\$0	283,518	D	
Class A Common Stock							3,321,555	I	By Steven W. Streit Family Trust (3)
							25,757	I	

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Class A Common Stock			By minor children
Class A Common	388 (4)	ī	By father
Stock	366 <u>√</u>	1	by famer

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

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 control number.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationshins

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
Streit Steven W 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	X	X	Chairman, President and CEO				

# **Signatures**

/s/ Lina Davidian as attorney-in-fact for Steven W.
Streit 10/03/2014

\*\*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).

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- Represents shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance (1) obligations in connection with the net settlement of the RSUs, based on a price of \$20.71 per share, which represented the closing price of the issuer's Class A Common Stock on October 1, 2014, and does not represent a sale by the reporting person.
- Represents shares of Class A Common Stock underlying a restricted stock unit award that will vest as to 1/4 of the shares on each of (2) October 1, 2015, October 1, 2016, October 1, 2017, and October 1, 2018, subject to the reporting person's provision of service to the issuer on each vesting date.
- (3) The reporting person is the trustee of the trust.
- (4) 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.