SEC Form 4

FORM 4

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

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Osher Jeffrey	GREEN DOT CORP [GDOT]	X Director		10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2020	Officer (give title below)		Other (specify below)
505 MONTGOMERY STREET SUITE 1250				
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN FRANCISCO CA 94111		X Form filed by One Reporting Person		
(City) (State) (Zip)		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	06/09/2020		A		1,046[1]	A	$0.00	1,046	D	
Class A Common Stock	06/09/2020		A		3,138[2]	A	$0.00	4,184	D	
Class A Common Stock								358,482	I	By Harvest Small Cap Partners, L.P.[3]
Class A Common Stock								816,518	I	By Harvest Small Cap Partners Master, Ltd.[4]
Class A Common Stock								1,065,000	I	By HSCP Strategic II, L.P.[5]

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares of Class A Common Stock underlying a restricted stock unit award that are fully vested on the date of grant.

2. Represents shares of Class A Common Stock underlying a restricted stock unit award that will vest as to all underlying shares on the earlier of (i) the first anniversary of the date of grant or (ii) the date of the 2021 annual stockholders meeting.

3. Reporting person is the founding partner of No Street GP LP, an investment advisor to Harvest Small Cap Partners, L.P.

4. Reporting person is the founding partner of No Street GP LP, an investment advisor to Harvest Small Cap Partners Master, Ltd.

5. Reporting person is the founding partner of No Street GP LP, an investment advisor to HSCP Strategic II, L.P.

Remarks:

/s/ Lina Davidian as attorney-in-fact for Jeffrey Osher	06/11/2020
** Signature of Reporting Person	Date

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