

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 4, 2020

Green Dot Corporation

(Exact Name of the Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34819

(Commission File Number)

95-4766827

(IRS Employer Identification No.)

3465 E. Foothill Blvd.

Pasadena, California 91107

(Address of Principal Executive Offices)

(626) 765-2000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Class A Common Stock, \$0.001 par value	GDOT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On March 4, 2020, the Board of Directors (the "Board") of Green Dot Corporation (the "Company") approved an amendment (the "Amendment") to the Company's Amended and Restated Bylaws (the "Bylaws") to extend the deadline for nominations of persons for election to the Board at the Company's 2020 annual meeting of stockholders to April 22, 2020. The original nomination deadline was March 9, 2020. Pursuant to the Amendment, any director nominations received by the Company prior to 5:00 p.m. Pacific Time on April 22, 2020, and otherwise complying with the Bylaws, may be brought before the Company's 2020 annual meeting of stockholders. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
3.1	Amendment to Amended and Restated Bylaws of Green Dot Corporation (dated March 4, 2020)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GREEN DOT CORPORATION

By: /s/ John C. Ricci
John C. Ricci
General Counsel and Secretary

Date: March 5, 2020

**AMENDMENT TO THE BYLAWS
OF
GREEN DOT CORPORATION**

The third sentence of Section 1.11.1(b) of the Amended and Restated Bylaws of Green Dot Corporation is hereby amended and restated in its entirety, effective immediately, as follows:

“To be timely, a Record Stockholder’s notice (other than a notice by an Eligible Holder (as defined in Section 1.12) who seeks to include a Nominee (as defined in Section 1.12) in the Corporation’s proxy statement for an annual meeting of stockholders pursuant to Section 1.12) must be received by the Secretary of the Corporation at the principal executive offices of the Corporation not later than 5:00 p.m. Pacific Time on the seventy-fifth (75th) day nor earlier than 5:00 p.m. Pacific Time on the one hundred and fifth (105th) day prior to the first anniversary of the preceding year’s annual meeting (except in the case of a notice relating to nominations of persons for election to the Board at the 2020 annual meeting, such notice shall be timely if received by the Secretary of the Corporation at the principal executive offices of the Corporation not later than 5:00 p.m. Pacific Time on April 22, 2020); *provided, however*, that, subject to the immediately following sentence, in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, or if no annual meeting was held in the preceding year, notice by the stockholder to be timely must be so received no earlier than 5:00 p.m. Pacific Time on the one hundred and fifth (105th) day prior to the currently proposed annual meeting and no later than 5:00 p.m. Pacific Time on the later of (A) the seventy-fifth (75th) day prior to such annual meeting or (B) the tenth (10th) day following the day on which Public Announcement of the date of such meeting is first made by the Corporation.”