Common Stock)

FORM 4

Check this box if no longer subject to

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Section 16. Form 4 or Form 5					
bligations may continue. See					
nstruction 1(b).	Filed pursuant to S	ection 16(a) of	f the Securities Ex	change Act	of 1934
	or Section 3	O(h) of the Inv	estment Company	Act of 1940	)

	or Section 30(n) or the investment Company Act of 1940					
Name and Address of Reporting Person*  Stroit Storron IAI	2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [ GDOT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Streit Steven W		X Director 10% Owner				
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below)				
3465 EAST FOOTHILL BOULEVARD	07/24/2018	President and CEO				
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
PASADENA CA 91107		X Form filed by One Reporting Person				
(City) (State) (Zip)		Form filed by More than One Reporting Person				

(City) (State)	(Ζιμ)										
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 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	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	07/24/2018		М		4,165	A	\$20.01	47,740	D		
Class A Common Stock	07/24/2018		S <sup>(1)</sup>		5,813	D	\$81.7318(2)	41,927	D		
Class A Common Stock	07/24/2018		S <sup>(1)</sup>		3,744	D	\$82.6197(3)	38,183	D		
Class A Common Stock	07/25/2018		М		4,165	A	\$20.01	42,348	D		
Class A Common Stock	07/25/2018		S <sup>(1)</sup>		4,100	D	\$82.3073(4)	38,248	D		
Class A Common Stock	07/25/2018		S <sup>(1)</sup>		4,657	D	\$83.5112(5)	33,591	D		
Class A Common Stock	07/25/2018		S <sup>(1)</sup>		800	D	\$83.9713(6)	32,791	D		
Class A Common Stock	07/26/2018		М		4,325	A	\$20.01	37,116	D		
Class A Common Stock	07/26/2018		S <sup>(1)</sup>		7,343	D	\$83.5641(7)	29,773	D		
Class A Common Stock	07/26/2018		S <sup>(1)</sup>		2,371	D	\$84.2562(8)	27,402	D		
Class A Common Stock								3,498,355	I	By Steven W. Streit Family Trust <sup>(9)</sup>	

#### 6. Date Exercisable and 1. Title of 3. Transaction 3A. Deemed 5. Number 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Security Conversion Date (Month/Day/Year) Execution Date, Transaction Expiration Date (Month/Day/Year) Amount of Derivative Ownership of Indirect Derivative or Exercise if anv Code (Instr. Securities Security Securities Form: Beneficial Securities Acquired (A) or Disposed Beneficially Owned Following Reported Direct (D) or Indirect (I) (Instr. 4) Price of Derivative Underlying Derivative Security Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) (Instr. 5) Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Expiration Date of Shares v Code (A) (D) Exercisable Date Title Stock Option (right to Class A 4,165 \$20.01 07/24/2018 M 11/12/2013 11/12/2019 Common Stock 8,490 buy Class 4,165 \$0.00 D Stock) Stock Option (right to 4,165 11/12/2019 buy Class A \$20.01 07/25/2018 11/12/2013 Common Stock 4,325 D M 4,165 \$0.00

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	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)	Code (	saction e (Instr. 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				
Stock Option (right to buy Class A Common Stock)	\$20.01	07/26/2018		М			4,325	11/12/2013	11/12/2019	Class A Common Stock	4,325	\$0.00	0	D	

### **Explanation of Responses:**

- $1.\ The\ sales\ reported\ on\ this\ Form\ 4\ were\ effected\ pursuant\ to\ a\ Rule\ 10b5-1\ trading\ plan\ adopted\ by\ the\ reporting\ person\ on\ May\ 31,\ 2017.$
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.30 to \$82.29 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.31 to \$83.11 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.84 to \$82.73 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.85 to \$83.84 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range. 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.86 to \$84.02 per share, inclusive. The reporting person undertakes to
- provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range. 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.98 to \$83.95 per share, inclusive. The reporting person undertakes to
- provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.04 to \$84.35 per share, inclusive. The reporting person undertakes to
- provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range
- 9. The reporting person is the trustee of the trust.

## Remarks:

/s/ Lina Davidian as attorney-07/26/2018 in-fact for Steven W. Streit

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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