FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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Name and Address of Reporting Person* Wang Grace							2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>wang C</u>	<u>JIace</u>															Direc	ctor	10%	Owner	
(Lact)	(Fi	3 D	Date of Earliest Transaction (Month/Day/Year)									X Office below		er (give title v)	Othe belov	(specify v)				
(Last)	`		10/01/2014											Chief Fina	ncial Officer					
C/O GREEN DOT CORPORATION							10/01/2017													
3465 EAST FOOTHILL BLVD																				
5705 LAGI TOOTHILL DLVD						4. If Amendment, Date of Original Filed (Month/Day/Year)								6	6. Individual or Joint/Group Filing (Check Applicable					
					ˈ 	4. II Amendment, Date of Original Filed (Month/Ddy/ fedi)									Line)					
(Street)															X Form filed by One Reporting Person					
PASADE	NA C	A 9	1107												, , ,					
															Form filed by More than One Reporting Person					
(City) (State) (Zip)																. 0.0				
(City)	(3	iale) (<u></u>																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of S	Security (Inst	r. 3)		2. Transa	action	ction 2A. Deemed				3. 4. Securities Acquired (A)							ount of	6. Ownership	7. Nature	
		•		Date (Manth/D	/\/aa	Execution Date,			Transaction Disposed Of (D) (Instr. 3			3, 4 an				Form: Direct (D) or Indirect	of Indirect Beneficial			
(Month/Da						y/Year) if any (Month/Day/Year)			Code (Instr. 5)) 8)				Benefi Owned		d Following	(I) (Instr. 4)	Ownership			
						(-				Repor			,,,	(Instr. 4)			
							l۷	Amount		(A) or Price		Transaction(s) (Instr. 3 and 4)								
61 4 6		1	(0.04.4	2011			A		25.040	(1)		•	20							
Class A Common Stock 10/01/2											27,040	$\mathbf{O}^{(1)} \mid \mathbf{A} \mid \$$		\$0.0	00 127,040		D			
		To	ble II I)	i		wition	Λ	ired D	ione	and of	0 × D	o m o fi	الماما	. 0	d				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
		1					_			_		_		1					1	
1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	3A. Deem Execution		Date, Transaction		on of		6. Date Exercisable a Expiration Date			and 7. Title and Amount of			8. Price of Derivative		9. Number o derivative	f 10. Ownership	11. Nature of Indirect	
Security		(Month/Day/Year)	if any (Month/Day/	´					(Month/Day/Year)			Securities			Security		Securities	Form:	Beneficial	
(Instr. 3)	Price of	` ' '		ay/Year)	8)		Securities		`				Underlying		(Instr. 5)		Beneficially	Direct (D)	Ownership	
	Derivative Security					Acquired (A) or		Derivative Security (Instr			str. 3	3		Owned Following	or Indirect (I) (Instr. 4)	(Instr. 4)				
							Disposed of (D) (Instr. 3, 4 and 5)		and 4)							Reported	1			
																	Transaction(s) (Instr. 4)	(s)		
																(111511.4)				
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													Amo or	ount						
												Nun	nber							
					Code	v	(A)		Date Exercisa		Expiration Date	Title	of Sha	res						
	1	1				1	1 ' '	· '					1	- 1					1	

Explanation of Responses:

1. 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 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.

Remarks:

/s/ Lina Davidian as attorneyin-fact for Grace Wang

10/03/2014

** 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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