FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
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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1. 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) Director 10% Owner						
VVIII C	<u> </u>				1											Direc					
(Loot) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)									X	Office belov	er (give title v)		Other (specify below)		
(Last) (First) (Middle)						11/18/2014									Chief Financial Officer						
C/O GREEN DOT CORPORATION					111/	11/10/2014															
3465 EAST FOOTHILL BLVD																					
S 100 Enot 1 Comment BEV B					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Ctt)						It is a state of original is not (worth)									Line)						
(Street)															X	Form	n filed by One	e Reporting	Pers	on	
PASADE	NA C	4 9	1107													Form	n filed by Moi	re than On	. Ren	ortina	
																Pers		ic tildii Oil	лср	orang	
(City)	(St	ate) (Zip)																		
(0.0)	(0.	(1	P)																		
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, oı	r Ben	eficia	ally (Owne	ed				
1. Title of S	Security (Inst	r. 3)		2. Transa	action					3. 4. Securities Acquired (A)								6. Owners		7. Nature	
				Date (Month/E) Jav/Ves	Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 5)				3, 4 aı	and Securit				orm: Direct D) or Indirect	of Indirect Beneficial		
(MOTHINDA					Jayrica	(Month/Day/Year)							Owned F		l Following	(I) (Instr. 4		Ownership			
									\vdash	- - 		(A) or Dries		Report					(Instr. 4)		
										V	Amount		(A) (I) (D)	Price		Transaction(s) (Instr. 3 and 4)					
Class A Common Stock 11/18/						3/2014					9,395	D \$0		\$ <mark>0</mark> .	0.00 117,645		17,645	D			
									·		<u> </u>				_						
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
							-							,							
1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	3A. Deeme Execution		4. Transa	ction			6. Date Exercisable and Expiration Date			7. Title and Amount of			8. Price of Derivative		9. Number o derivative	f 10. Ownership	shin	11. Nature of Indirect	
Security		(Month/Day/Year)	if any		Code (Instr.		r. Derivative		(Month/Day/Year)			Securities			Security		Securities	Form:	•	Beneficial	
(Instr. 3) Price of (Month/Day/				ay/Year) 8)				Securities Underlying						(Instr. 5)		Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)		
	Security						Acquired Derivative (A) or Security (Instr.							str. 3	3		Following	(I) (Ins		(111511. 4)	
						Disposed and 4)								Reported							
							of (D) (Instr. 3, 4 and 5)										Transaction (Instr. 4)	n(s)			
																	`,				
				İ								Amount		ount							
								or													
					Date		Expiration		Number of												
					Code	v	(A)		Exercisal		Date	Title		res							

Explanation of Responses:

1. Represents shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs, based on a price of \$22.08 per share, which represented the closing price of the issuer's Class A Common Stock on November 18, 2014, and does not represent a sale by the reporting person.

Remarks:

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

** Signature of Reporting Person

11/20/2014

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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