

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

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

1. Name and Address of Reporting Person* <u>Feld Peter A</u> <hr/> (Last) (First) (Middle) <u>C/O STARBOARD VALUE LP</u> <u>201 E LAS OLAS BOULEVARD, SUITE 1000</u> <hr/> (Street) <u>FORT LAUDERDALE FL 33301</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [GDOT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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, \$0.001 par value	05/19/2022		A		4,220 ⁽¹⁾	A	\$0	4,220	D	
Class A Common Stock, \$0.001 par value								5,294,110	I	By Starboard Value LP ⁽²⁾

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					
Cash-Settled Total Return Swap	(4)							(3)	06/03/2024	Class A Common Stock, \$0.001 par value	1,825,619	1,825,619	I	By Starboard Value LP ⁽²⁾

Explanation of Responses:

- 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 2023 annual stockholders meeting.
- Starboard Value LP ("Starboard") serves as the investment manager or manager of certain managed accounts and private investment funds (collectively, the "Starboard Accounts"), which hold the securities reported herein and as such may be deemed to beneficially own such securities. The Reporting Person, as a Managing Member of Starboard, may be deemed to beneficially own the securities directly held by the Starboard Accounts for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The Starboard Accounts have entered into cash-settled total return swap agreements (the "Swaps") with an unaffiliated third party financial institution, which provide the Starboard Accounts with economic exposure to an aggregate of 1,825,619 notional shares. The Swaps provide the Starboard Accounts with economic results that are comparable to the economic results of ownership but do not provide the Starboard Accounts with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Class A Common Stock that are the subject of the Swaps (the "Subject Shares"). The Starboard Accounts do not have the right to convert the Swaps into shares of Class A Common Stock at any time. The Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his pecuniary interest therein.
- The Swaps referenced herein provide for various execution prices ranging from \$33.9596 to \$48.3933. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the issuer, upon request, full information regarding the execution prices of the Swaps at each separate price within the range.

/s/ Peter A. Feld

06/01/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.