

**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): December 11, 2015

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 East Foothill Blvd
Pasadena, CA 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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 11, 2015, the Board of Directors of Green Dot Corporation (the “**Company**”) appointed Mark L. Shifke to serve as permanent Chief Financial Officer, effective immediately. Mr. Shifke had been serving as the Company’s acting Chief Financial Officer since May 6, 2015. Mr. Shifke has served as the Company’s Senior Vice President, Corporate Strategy/M&A, since June 2014 and will continue in that role while serving as Chief Financial Officer. From May 2011 to April 2012, he served as the Company’s General Manager, Government Programs and Vice President, Special Projects, and then served as Senior Vice President Corporate Development/M&A from April 2012 to June 2014. In addition, Mr. Shifke served as a member of the Company’s Board of Directors from January 2001 to February 2004. Prior to joining Green Dot, he served as Managing Director, M&A and Corporate Finance Advisory at J.P. Morgan from 2007 to 2011. Mr. Shifke served as Vice President at Goldman Sachs in Principal Investing from 2002 to 2005, and in M&A Structuring and Advisory from 2005 to 2007. Previously, he served as a partner at Davis Polk & Wardwell LLP, a law firm, a Principal at KPMG LLP, an accounting firm, and a Managing Director of Big Flower Capital Corp. Mr. Shifke holds a B.A. in political science and public administration from Tulane University, a J.D. from Tulane Law School, and a LL.M. in taxation from New York University School of Law. A copy of the related press release is filed as Exhibit 99.01 hereto.

Number Description

99.01 Press release, dated December 16, 2015

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: December 16, 2015

EXHIBIT INDEX

Number	Description
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99.01	Press release, dated December 16, 2015
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Green Dot Corporation names Mark Shifke as Chief Financial Officer

PASADENA, Calif. - December 16, 2015 - Green Dot Corporation (NYSE: GDOT) today announced that it has named Mark Shifke to the position of Chief Financial Officer. Mr. Shifke has been Green Dot's acting CFO since May 2015. Prior to assuming that role, Mr. Shifke was Green Dot's Senior Vice President of Corporate Strategy and M&A, leading the Company's recent acquisitions of Santa Barbara Tax Products Group, AccountNow, Inc. and Achieve Financial Services, LLC. He was also responsible for organizing the debt syndicate and raising the debt capital to finance the acquisition of Santa Barbara Tax Products Group.

The company retained the services of a leading international search firm to conduct a search that yielded numerous highly qualified candidates for consideration.

Said Green Dot Chairman and CEO Steve Streit, "As we reviewed the robust field of candidates for the post and interviewed several finalists, it became clear that the best candidate was already serving in the role as our interim CFO," said Steve Streit, Green Dot Chairman and Chief Executive Officer. "In addition to exceptional financial acumen, Mark possesses a deep understanding of our products, our customer base and our corporate structure. I am excited to have Mark appointed to this vital and key post at Green Dot, and the Board and management of Green Dot look forward to his continued contributions to the Company."

Mr. Shifke joined Green Dot in 2011 as General Manager, Government Programs and Vice President, Special Projects, bringing 27 years of experience on Wall Street as a lawyer and investment banker. More recently, Mr. Shifke served as Managing Director, M&A and Corporate Finance Advisory at J.P. Morgan. Prior to joining JP Morgan in 2007, he was a Vice President at Goldman Sachs in Principal Investing and in M&A Structuring and Advisory. Previously, he served as a Partner at Davis Polk & Wardwell LLP, a law firm and a Principal at KPMG LLP, an accounting firm. Mr. Shifke received his LL.M. in taxation from New York University School of Law, a J.D. from Tulane Law School, and B.A. from Tulane University.

About Green Dot

Green Dot Corporation, along with its wholly owned subsidiary bank, Green Dot Bank, is a pro-consumer financial technology innovator with a mission to reinvent personal banking for the masses. Green Dot invented the prepaid debit card industry and is the largest provider of reloadable prepaid debit cards and cash reload processing services in the United States. Green Dot is also a leader in mobile technology and mobile banking with its award-winning GoBank mobile checking account. Through its wholly owned subsidiary, TPG, Green Dot is additionally the largest processor of tax refund disbursements in the U.S. Green Dot's products and services are available to consumers through a large-scale "branchless bank" distribution network of more than 100,000 U.S. locations, including retailers, neighborhood financial service center locations, and tax preparation offices, as well as online, in the leading app stores and through leading online tax preparation providers. Green Dot Corporation is headquartered in Pasadena, Calif., with additional facilities throughout the United States and in Shanghai, China.

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