

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Keatley John L.</u> (Last) (First) (Middle) <u>605 E. HUNTINGTON DRIVE, SUITE 205</u> (Street) <u>MONROVIA CA 91016</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/21/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [GDOT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>0</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock option (right to buy Class B Common Stock)⁽¹⁾</u>	<u>(2)</u>	<u>02/15/2018</u>	<u>Class B Common Stock⁽¹⁾</u>	<u>290,000</u>	<u>4.64</u>	<u>D</u>	
<u>Stock option (right to buy Class B Common Stock)⁽¹⁾</u>	<u>(3)</u>	<u>12/11/2018</u>	<u>Class B Common Stock⁽¹⁾</u>	<u>225,000</u>	<u>10.75</u>	<u>D</u>	
<u>Stock option (right to buy Class B Common Stock)⁽¹⁾</u>	<u>(4)</u>	<u>11/12/2019</u>	<u>Class B Common Stock⁽¹⁾</u>	<u>150,000</u>	<u>20.01</u>	<u>D</u>	
<u>Class B Common Stock⁽¹⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>81,400</u>	<u>0.00</u>	<u>D</u>	
<u>Class B Common Stock⁽¹⁾</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>6,600⁽⁵⁾</u>	<u>0.00</u>	<u>I</u>	<u>By minor children</u>

Explanation of Responses:

- Upon the closing of the issuer's initial public offering, the Class B Common Stock will become convertible at the holder's option into Class A Common Stock on a 1-for-1 basis and has no expiration date.
- Options vest as to 1/4 of the shares on August 31, 2008 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- Options vest as to 1/4 of the shares on December 11, 2009 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Lina Davidian, as attorney-in-fact for John L. Keatley 07/21/2010

** 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 5 (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.

SECTION 16 REPORTS POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kristina Lockwood and Lina Davidian, as long as they are serving as employees of Green Dot Corporation (the "Company"), or either of them, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of the Company, Forms 3, 4 and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Forms 3, 4 or 5 (including amendments thereto) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of May, 2010.

/s/ JOHN L. KEATLEY
Name: John L. Keatley