

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Green Dot Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

VOTE THE ENCLOSED **WHITE PROXY CARD**



May 13, 2016

Dear Fellow Green Dot Shareholder,

Green Dot's Annual Meeting of Stockholders is fast approaching on May 23, 2016. Your Board of Directors and management team urge you to vote on the **WHITE** proxy card today to ensure Green Dot will continue to successfully execute its Six-Step Plan and deliver shareholder value. The Six-Step Plan, under the guidance of Green Dot's highly qualified Board of Directors, is **clear** and it is **working** – now is NOT the time to disrupt that progress.

GREEN DOT'S NOMINEES – HIGHLY-QUALIFIED WITH RELEVANT EXPERIENCE

Steven W. Streit	<ul style="list-style-type: none"> • Founded Green Dot and invented reloadable prepaid debit card • Primary relationship holder with major business partners and key regulators – a vital factor in the Company's ongoing success • One of Green Dot's top shareholders with over 8% ownership 	<p>\$699M 2015 Revenue</p> <p>\$39M 2005 Revenue</p>
Timothy R. Greenleaf	<ul style="list-style-type: none"> • Audit Committee Chair; oversees Enterprise Risk Management Committee and Cybersecurity • Has key relationships with bank regulators and auditors 	
Michael J. Mbitz	<ul style="list-style-type: none"> • Acclaimed venture capitalist; large Green Dot shareholder and current Chairman of Sequoia Capital • Prominent technology company board experience, currently serves on the board of LinkedIn • Early investor, prior board member of Google, Yahoo, Kayak and PayPal 	

HARVEST'S NOMINEES – NO COMPARISON TO THE GREEN DOT NOMINEES

Philip B. Livingston	<ul style="list-style-type: none"> • Former CEO of Ambassadors Group, former NASDAQ listed company which saw its stock price decline over 60% before being liquidated • Current Board member of Rand Worldwide (OTCBB: RWWI), a \$50 million market cap company 	
George W. Gresham	<ul style="list-style-type: none"> • Never served on a public company board of directors • Declined offer to be immediately appointed to Green Dot board 	
Saturnino Fanlo	<ul style="list-style-type: none"> • Served on only two public boards • Capmark Financial Group (declared bankruptcy) and KKR Financial Holdings (stock declined 97% during tenure as CEO) 	<p>97%</p>

VOTE THE ENCLOSED WHITE PROXY CARD

The future of Green Dot is in your hands. Before casting your vote, we ask that you consider the following questions:

- Do you believe it's wise to remove three experienced and highly-qualified directors?
- Do you believe Green Dot is better off without its founder, Steve Streit, the individual who invented the prepaid card industry, established the Company as the industry leader, successfully navigated significant competitive and regulatory headwinds, and who will be held accountable if Green Dot does not produce \$1.75+ Non-GAAP EPS in 2017?
- Are you willing to jeopardize invaluable business relationships partnerships and the support of regulators?

Support the team that is committed to delivering \$ 1.75 in non-GAAP EPS in 2017.

Vote on the WHITE proxy card FOR all Green Dot nominees today.

Sincerely,
The Green Dot Board of Directors

PROTECT YOUR INVESTMENT



**VOTE ON THE WHITE PROXY
CARD "FOR ALL" GREEN DOT
NOMINEES TODAY**



**DISCARD GREEN
PROXY CARDS**

If you have questions or need assistance in voting your shares on the proxy card, please contact our proxy solicitor:

Innisfree

M&A Incorporated

INNISFREE M&A INCORPORATED
Stockholders call toll-free: (877) 800-5186
Banks and Brokers call collect: (212) 750-5833