

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Feld Peter A</u> <hr/> (Last) (First) (Middle) <u>C/O STARBOARD VALUE LP</u> <u>201 E LAS OLAS BOULEVARD,</u> <u>SUITE 1000</u> <hr/> (Street) <u>FORT</u> <u>FL</u> <u>33301</u> <u>LAUDERDALE</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/11/2022</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	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, \$0.001 par value</u>	<u>5,294,110</u>	<u>I</u>	<u>By Starboard Value LP⁽¹⁾</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>Cash-Settled Total Return Swap</u>	<u>(2)</u>	<u>06/03/2024</u>	<u>Class A Common Stock, \$0.001 par value</u>	<u>1,825,619</u>	<u>(3)</u>	<u>I</u>	<u>By Starboard Value LP⁽¹⁾</u>

Explanation of Responses:

- 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

03/21/2022

** 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 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.