

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>Ricci John C</u><br><br>(Last) (First) (Middle)<br>3465 EAST FOOTHILL BOULEVARD<br><br>(Street)<br>PASADENA CA 91107<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GREEN DOT CORP [ GDOT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>General Counsel and Secretary</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/22/2017                |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> Form filed by More than One Reporting Person               |

**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            | 05/22/2017                           |  | M                              |   | 3,686   | A          | \$0.00                   | 90,032  | D  |   |
| Class A Common Stock            | 05/22/2017                           |  | S                              |   | 3,686   | D          | \$35.9652 <sup>(1)</sup> | 86,346  | D  |   |
| Class A Common Stock            | 05/23/2017                           |  | M                              |   | 11,357  | A          | \$0.00                   | 97,703  | D  |   |
| Class A Common Stock            | 05/23/2017                           |  | S                              |   | 11,357  | D          | \$36.1715 <sup>(2)</sup> | 86,346  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                          | 4,460 <sup>(3)</sup>  | I  | By minor children                                     |

**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 |   |  |  |   |  | Amount or Number of Shares |
| Stock Option (right to buy Class A Common Stock) | \$20.01  | 05/22/2017                           |  | M                              |   |  | 3,686  | 11/12/2013   | 11/12/2019      | Class A Common Stock  | 3,686                                      | \$0.00   | 15,605  | D  |                            |
| Stock Option (right to buy Class A Common Stock) | \$20.01  | 05/23/2017                           |  | M                              |   |  | 11,357 | 11/12/2013   | 11/12/2019      | Class A Common Stock  | 11,357                                     | \$0.00   | 4,248   | D  |                            |

**Explanation of Responses:**

- The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.95 to \$36.00 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.15 to \$36.24 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- 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 C. Ricci 05/24/2017

\*\* 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.