

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): May 22, 2024

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.)

114 W 7th Street, Suite 240

Austin, Texas 78701

(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(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Class A Common Stock, \$0.001 par value	GDOT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the 2024 Annual Meeting of Stockholders (the "**Annual Meeting**") of Green Dot Corporation (the "**Company**") held on May 22, 2024, the Company's stockholders approved the amendment and restatement of the Company's 2010 Equity Incentive Plan (the "**2010 EIP**") to increase the number of shares of its Class A common stock authorized for issuance pursuant to the 2010 EIP Plan by 2,500,000 shares. A more complete description of the terms of the 2010 EIP and the amendment thereto can be found in "[Proposal No. 4 - Approval of the Amendment of the 2010 Equity Incentive Plan](#)" in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 10, 2024 (the "**2024 Proxy Statement**"), which description is incorporated by reference herein. The foregoing description and the description incorporated by reference from the 2024 Proxy Statement are qualified in their entirety by reference to the 2010 EIP, a copy of which is included in the 2024 Proxy Statement as [Appendix A](#) thereto.

**Item 5.07. Submissions of Matters to a Vote of Security Holders.**

At the Annual Meeting, the stockholders voted on the following four proposals and cast their votes as follows:

1. To elect eight directors, each to serve for a one-year term expiring at the 2025 Annual Meeting of Stockholders and until such director's successor is duly elected and qualified or until such director's earlier resignation or removal:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
J. Chris Brewster	40,193,911	515,179	45,349	4,190,874
Saturnino Fanlo	40,025,396	682,256	46,787	4,190,874
George Gresham	40,198,793	522,234	33,412	4,190,874
William I Jacobs	37,135,662	3,573,480	45,297	4,190,874
Robert Millard	40,457,353	251,647	45,439	4,190,874
Michelleta Razon	40,068,290	651,171	34,978	4,190,874
Ellen Richey	38,426,610	2,292,847	34,982	4,190,874
George T. Shaheen	39,842,546	877,427	34,466	4,190,874

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
44,088,283	574,528	282,502	—

3. To vote on a non-binding advisory resolution to approve executive compensation:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
38,532,061	1,960,487	261,891	4,190,874

4. To vote on the approval of the amendment and restatement of Green Dot's 2010 Equity Incentive Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
38,179,419	2,306,946	268,074	4,190,874

Each of the directors named under Proposal No. 1 was elected, and Proposals No. 2, No. 3, and No. 4 were approved by the required stockholder vote.

## 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/ Amy Pugh  
Amy Pugh  
General Counsel and Secretary

Date: May 23, 2024