UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2017**

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number **001-34819**

GREEN DOT CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	**95-4766827**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
3465 E. Foothill Blvd. **Pasadena, California 91107**	**(626) 765-2000**
(Address of principal executive offices, including zip code)	*(Registrant's telephone number, including area code)*

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

Class A Common Stock, $0.001 par value	**New York Stock Exchange**
(Title of each class)	*(Name of each exchange on which registered)*

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer o	Non-accelerated filer o *(Do not check if a smaller reporting company)*	Smaller reporting company o	Emerging growth company o

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. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☑

The aggregate market value of the common equity held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers, directors and 10% or greater stockholders are "affiliates" of the registrant) as of June 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $1.5 billion (based on the closing sale price of the registrant's common stock on that date as reported on the New York Stock Exchange).

There were 51,283,678 shares of Class A common stock, par value $0.001 per share as of January 31, 2018.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement relating to the registrant's 2018 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

GREEN DOT CORPORATION
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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the “Securities Act”) and the Securities Exchange Act of 1934 (the “Exchange Act”). All statements other than statements of historical facts are statements that could be deemed to be forward-looking statements. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “endeavors,” “strives,” “may” and “assumes,” variations of such words and similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified below, under “Part I, Item 1A. Risk Factors,” and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

In this report, unless otherwise specified or the context otherwise requires, “Green Dot,” “we,” “us,” and “our” refer to Green Dot Corporation and its consolidated subsidiaries, the term “GPR cards” refers to general purpose reloadable prepaid debit cards, the term “prepaid cards” refers to prepaid debit cards and the term “our cards” refers to our Green Dot-branded and co-branded GPR cards. In addition, “prepaid financial services” refers to GPR cards and associated reload services, a segment of the prepaid card industry.

PART I

ITEM 1. Business

Overview

Green Dot Corporation is a pro-consumer bank holding company and financial technology innovator with a mission to reinvent personal banking for the masses. We employ a unique “products and platform” operating model whereby we use our banking and technology assets to design, build and distribute our branded financial services products directly to consumers through a large-scale omni-channel national distribution platform, while also allowing qualified third party partners to access those same banking and technology assets to design, build and distribute their own bespoke financial services directly to their consumers through their own distribution platforms. Through our six revenue divisions and our subsidiary bank, Green Dot Bank, we are a leading provider of prepaid cards, debit cards, checking accounts, secured credit cards, payroll debit cards, consumer cash processing services, wage disbursements and tax refund processing services. With approximately 100,000 major name U.S. retail stores selling our products, several leading direct-to-consumer websites, thousands of tax preparation offices, several apps available in the two leading app stores and distribution through several enterprise-scale “Banking as a Service,” or "BaaS," partnerships, we are one of the most broadly distributed banking franchises in the United States. We are headquartered in Pasadena, California, with additional facilities throughout the United States and in Shanghai, China.

As the regulated entity and issuing bank for substantially all products and services we provide, whether our own or on behalf of a BaaS platform partner, we are directly accountable for all aspects of each program’s integrity, inclusive of ensuring the program’s compliance with all applicable banking regulations, applicable state and federal law and our various internal governance policies and procedures related to all areas of risk and compliance, in addition to deploying enterprise-class risk management practices and procedures to ensure each program’s initial and ongoing safety and soundness.

Acquisitions

In February 2017, we completed our acquisition of all the membership interests of UniRush, LLC to expand our online direct-to-consumer channel and our emergent corporate payroll card business. The fair value of the total consideration in connection with the acquisition was approximately $163.7 million, which included cash and contingent consideration in the form of an earn-out. Additional information regarding the acquisition is included in the information set forth in *Note 3 - Business Acquisitions* of the consolidated financial statements contained in Item 8. Financial Statements and Supplementary Data.

Our products and services

We offer consumers a broad collection of financial products and services managed through several diverse business lines which are then made available to consumers through a widely-available “branchless" distribution network in the United States. Many of the products and services we internally create and distribute are marketed under the Green Dot brand name, which we believe is both a well-known and highly trusted brand name for millions of consumers. Our branchless network consists of:

- distribution arrangements with approximately 100,000 mostly major chain retail locations, which we refer to as “retail distributors” and thousands of neighborhood Financial Service Center locations;
- several differently branded, Green Dot-owned and operated direct-to-consumer online and direct mail customer acquisition platforms;
- corporate distribution partnerships with businesses that provide payroll cards to their employees to receive wage disbursements;
- more than 25,000 small and large tax preparation companies and individual tax preparers, which are sometimes referred to as electronic return originators, or “EROs”, who are able to offer our products and services to their customers through the use of various tax preparation industry software packages with which our products are integrated;
- apps compatible with the iOS and Android operating systems downloaded through the corresponding app store; and
- platform partners’ distribution channels that those partners use to acquire customers for their bespoke products and services that are powered by our BaaS Platform.

Our products and services include several deposit account programs, such as network-branded reloadable prepaid debit cards marketed under several leading consumer brand names, which we collectively refer to as "GPR cards," consumer checking accounts, small business checking accounts, network-branded gift cards (known as open-loop), secured credit cards and other financial services.

We also offer several products and services that specialize in facilitating the movement of cash on behalf of consumers and businesses. These products and services include: our proprietary swipe reload system for crediting cash onto an enabled payment card by swiping the payment card at the point-of-sale at any Green Dot Network participating retailer; MoneyPak, a product that allows a consumer to add funds to accounts we issue or accounts issued by other United States chartered and regulated third party banks; and e-cash remittance services, a service that allows a consumer to transfer funds to a smartphone for fulfillment at a Green Dot participating retailer. We refer to these services collectively as our cash transfer products. We also provide disbursement services through our Simply Paid platform that enables a payment solution for companies to pay their workforce and customers in the time and manner they desire and provide tax refund transfers that provide the processing technology to facilitate receipt of a taxpayers' refund proceeds.

Our BaaS Platform

Through our BaaS Platform, we currently power the following types of products and services on behalf of several of America's largest retail, consumer, technology and financial services companies:

- Mobile banking;
- Loan disbursement accounts;
- Spend-based Mobile P2P services, such as Apple Pay Cash;
- Money transfer services;
- GPR cards;
- Network branded "open loop" gift cards;
- Instant payment and wage disbursements;
- Small business checking accounts and debit cards; and
- Consumer checking accounts.

Our Segments and Distribution Channels

Our products and services and BaaS Platform are divided among our two reportable segments: Account Services and Processing and Settlement Services. Each segment is comprised of multiple "revenue divisions" that each focus on a distinct set of products or distribution channels, as follows:

Account Services

Consumer Accounts

We offer several deposit account programs that can be acquired through our omni-channel distribution platform. These products include:

- Network-branded reloadable prepaid debit cards marketed under several leading consumer brand names, collectively referred to as GPR cards;
- Innovative consumer and small business checking account products, such as our GoBank product, that allow customers to acquire and manage their checking account entirely through a mobile application available on smartphone devices; and
- Network-branded gift cards (known as open-loop) that are sold at participating retail stores.

Green Dot Direct

We also offer GPR cards, checking accounts products and secured credit cards directly to consumers through several different online direct-to-consumer websites. Our direct-to-consumer websites include: greendot.com; walmartmoneycard.com; rushcard.com; accountnow.com; achievecard.com; gobank.com; and ReadyDebit.com.

Consumer Credit Card

We offer a secured credit card nationwide on a direct-to-consumer basis via both greendot.com/platinum and securedcardchoice.com. Our fairly-price secured credit cards are designed to help people establish or rehabilitate their national credit bureau score. The credit line offered to the customer is backed by the customer's own security deposit held on deposit at Green Dot Bank or other banks in accounts held under our control. As such, we have no risk of material loss resulting from the customer's non-payment of their obligation. As the customer successfully uses their credit card and repays their obligations in accordance with the card's terms and conditions, that successful repayment history is reported to the national credit bureaus which, in turn, can help improve the customer's overall credit score. Customers have the option of funding their security deposits with cash and making monthly payments at Green Dot Network retail locations.

PayCard and Corporate Disbursement

We offer payroll cards and other wage disbursement services to over 2,500 corporate customers, such as Einstein Bagels, Nordstrom and Rite Aid. Our solutions address both the W-2 and 1099 work force.

Green Dot Bank

Through our subsidiary bank, Green Dot Bank, we offer issuing, settlement and capital management services principally to support those applicable products across all six revenue divisions in both reporting segments. Our banking services include:

- Issuing services as the payment network member bank and settlement bank for our GPR card, spend-based P2P programs, gift card and checking account products;
- Credit card issuing and capital lending services for our Green Dot Platinum Visa Secured Credit Card; and
- Settlement bank for our reload and tax refund services within our Processing and Settlement Services segment.

Green Dot Bank also generates interest income through management of its capital and the increasing deposits it receives in respect of our products and services as well as the products and services we enable for BaaS platform partners.

Products within our Account Services segment are generally issued by Green Dot Bank. As a result of acquisitions over the past few years, we also manage programs issued by third-party issuing banks.

Processing and Settlement Services

Money Processing

We offer several products and services that all specialize in facilitating the movement of funds on behalf of consumers and businesses. These products and services include:

- Our "Reload@TheRegister" swipe reload service allows consumers to add funds to accounts we issue or manage and accounts issued by any third party bank or program manager, which we refer to as network acceptance members, that has enabled its cards to accept funds through our processing system.
- Our MoneyPak PIN product provides consumers the ability to add funds to accounts we issue or manage and accounts issued by any third party bank or program manager that has enabled its cards to accept funds through our processing system.
- Our e-cash remittance service enables consumers to add funds to accounts we issue or manage and accounts issued by any third party bank or program manager that has enabled its accounts to accept funds through our processing system. Consumers can also cash-out money sent to them by a business through the use of our e-cash remittance service when Green Dot sends a unique barcode to the customer's smartphone, which is then presented to a cashier at a participating retailer who then scans the barcode to fulfill the transfer.
- Our Simply Paid Disbursement service that enables wages and any type of authorized funds disbursement to be sent to accounts we issue or manage and accounts issued by any third party bank or program manager that has enabled its cards to accept funds through our processing system.

Tax Processing

We offer several services designed for participants in the tax industry. Those services include:

- Tax refund transfers that provide the processing technology to facilitate receipt of a taxpayers' refund proceeds. When a customer of a third party tax preparation provider chooses to pay their tax preparation fees using our processing services, we deduct the tax preparation service fee and our processing service fee from the customer's refund, and remit the remaining balance to the customer's account;
- Small business lending to independent tax preparation providers that seek small loans in order to help provide working capital in advance of generating income during the tax filing season;

- GPR card offerings that are integrated into the tax preparation software that enables a tax preparation provider to offer its customers a Green Dot Bank-issued GPR card for the purpose of receiving tax refunds more rapidly and securely than check disbursements; and
- Fast Cash Advance, a consumer-friendly loan that enables tax refund recipients utilizing our tax processing services the opportunity to receive a portion of their expected tax refund amount in advance of receiving their actual tax refund.

Financial information regarding our segments and the products and services thereunder are included in the information set forth in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and *Note 23 - Segment Information* of the consolidated financial statements contained in Item 8. Financial Statements and Supplementary Data.

Our Relationship with Walmart

Walmart is our largest retail distributor. Green Dot Corporation has been the provider of Walmart-branded GPR cards sold at Walmart since the initiation of the Walmart MoneyCard program in 2007, and Green Dot Bank has been the issuer of those card accounts since early 2014. Pursuant to our agreement with Walmart, Green Dot designs and delivers the Walmart MoneyCard product and provides all ongoing program support, including network IT, regulatory and legal compliance, website functionality, customer service and loss management. Walmart provides us with shelf space to display and offer the card accounts to consumers. As the issuing bank, Green Dot Bank holds the associated FDIC-insured deposits. All Walmart MoneyCard products are reloadable exclusively on the Green Dot Network. In addition to Walmart MoneyCards, we offer our Green Dot-branded cards and our GoBank checking account product at Walmart, providing consumers the choice to purchase either Green Dot-branded products or Walmart MoneyCard products. Our operating revenues derived from the several products and services we offer through Walmart stores and other Walmart distribution avenues in aggregate represented approximately 40%, 45%, and 46% of our total operating revenues for the years ended December 31, 2017, 2016, and 2015, respectively.

Seasonality

In the industries for prepaid financial services and tax refund processing, companies commonly experience seasonal fluctuations in revenue. For example, in recent years, our results of operations for the first half of each year have been favorably affected by large numbers of taxpayers electing to receive their tax refunds via direct deposit on our cards, which caused our operating revenues to be typically higher in the first halves of those years than they were in the corresponding second halves of those years. Additionally, our tax refund processing services business is highly seasonal as it generates the substantial majority of its revenue in the first quarter, and substantially all of its revenue in the first half of each calendar year. We expect our revenue to continue to fluctuate based on seasonal factors that affect the prepaid financial services and tax refund processing industries as a whole.

Competition

Our core businesses include the offering of prepaid cards of various types and for various purposes, checking accounts and debit cards and various types of financial technology and transaction processing services to a wide range of consumers through broad-based, national distribution platform. Consequently, we compete against companies across the retail banking, financial services, transaction processing, consumer technology and financial technology services industries. In addition to the direct competitors described below, we compete for access to retail distribution channels, allocation of shelf space within those retail distributors, and for the attention of consumers at the retail level and online. Furthermore, many of our competitors are entities substantially larger in size, more highly diversified in revenue and substantially more established in age with significantly more broadly known brand awareness than ours. As such, many of our competitors can leverage their size, financial wherewithal, brand awareness, pricing power and technological assets to compete with us.

Prepaid Card Issuance and Program Management

We offer deposit account card programs that directly compete with other banks that issue prepaid cards and other program managers that provide turn-key services for prepaid card programs. Primary competitors in this business include traditional credit, debit and prepaid card account issuers and prepaid card program managers like Chase, USBank, American Express, First Data, NetSpend/TSYS, InComm, Western Union, MoneyGram, and Blackhawk Network Inc. In addition, from time to time, new entrants introduce prepaid card products or other products that seek to target similar customers that could increase competition in this market. We also provide program management and other capabilities to our platform partners utilizing our BaaS platform and may compete with others in the market who may now provide or may in the future provide a similar offering.

Money Processing

We offer our POS swipe reload proprietary products, which enable cash loading and transfer services through our Green Dot Network. We also offer wage and other disbursement services through our Simply Paid platform. A growing number of companies are attempting to establish and grow their own money processing networks. In this market, new companies, or alliances among existing companies, may be formed that rapidly achieve a significant market position. Many of these companies are substantially larger than we are and have greater resources, larger and more diversified customer bases and greater name recognition than we do. Our primary competitors in the reload network services market are: Visa, Western Union, MoneyGram, Blackhawk Network, Inc., and InComm. Visa has broad brand recognition and a large base of merchant acquiring and card issuing banks. Western Union, MoneyGram, Blackhawk Network, Inc., and InComm each have a national network of retail and/or agent locations. In addition, we compete for consumers and billers with financial institutions that provide their retail customers with billing, payment and funds transfer services. Many of these institutions are substantially larger and have greater resources, larger and more diversified customer bases and greater brand recognition than we do.

Tax Refund Processing

Our tax refund processing services compete directly with similar processing technologies and settlement capabilities offered by companies such as Refundo, Refund Advantage, Republic Bank and others. Furthermore, other entities, like Jackson Hewitt and H&R Block, have either fully or partially internally-developed processing and settlement capabilities to self-provide services similar to ours. It is possible that our current or potentially new distribution partners may seek to develop their own internal capabilities that compete with our tax refund processing services.

Consumer Banking Services

With our GoBank and 5% Cash-Back Visa Debit Card products, we have expanded into the market for consumer checking accounts. In this market we compete against a wide range of both traditional and non-traditional banks, including the largest banks. Many of these banks have greater resources, larger and more diversified customer bases and greater brand recognition than we do. Many of these banks also have other assets that could give them an advantage, including broader ranges of product offerings and/or retail branch networks. We believe that our consumer checking account products are differentiated by their innovative technological features, innovative distribution model, consumer-friendly pricing, and branding.

Intellectual Property

We rely on a combination of patent, trademark and copyright laws and trade secret protections in the United States, as well as confidentiality procedures and contractual provisions, to protect the intellectual property rights related to our products and services.

We own several trademarks, including Green Dot and GoBank. Through agreements with our network acceptance members, retail distributors and customers, we authorize and monitor the use of our trademarks in connection with their activities with us.

Our patent portfolio currently consists of 11 issued patents and 14 patent applications pending. The term of the patents we hold is, on average, twenty years. We feel our patents and applications are important to our business and help to differentiate our products and services from those of our competitors.

The industries in which we compete are characterized by rapidly changing technology, a large number of patents, and frequent claims and related litigation regarding patent and other intellectual property rights. There can be no assurance that our patents and other proprietary rights will not be challenged, invalidated, or circumvented; that others will not assert intellectual property rights to technologies that are relevant to us; or that our rights will give us a competitive advantage. In addition, the laws of some foreign countries may not protect our proprietary rights to the same extent as the laws of the United States. The risks associated with patents and intellectual property are more fully discussed in "Item 1A. Risk Factors," including the risk factors entitled "*We must adequately protect our brand and our intellectual property rights related to our products and services and avoid infringing on the proprietary rights of others*," and "*We must be able to operate and scale our technology effectively."*

Regulation

Compliance with legal and regulatory requirements is a highly complex and integral part of our day-to-day operations. Our products and services are generally subject to federal, state and local laws and regulations, including:

- anti-money laundering laws;
- money transfer and payment instrument licensing regulations;

- escheatment laws;
- privacy and information safeguard laws;
- banking regulations;
- stored value and credit card laws; and
- consumer protection laws.

These laws are often evolving and the extent to which they apply to us, our subsidiary bank or the banks that issue our cards, our retail distributors, our tax preparation partners, our network acceptance members or our third-party processors is at times unclear. Any failure to comply with applicable law - either by us or by the card issuing banks, retail distributors, tax preparation partners, network acceptance members or third-party processors, over which we have limited legal and practical control - could result in restrictions on our ability to provide our products and services, as well as the imposition of civil fines and criminal penalties and the suspension or revocation of a license or registration required to sell our products and services.

We continually monitor and enhance our compliance program to stay current with the most recent legal and regulatory changes. We also continue to implement policies and programs and to adapt our business practices and strategies to help us comply with current legal standards, as well as with new and changing legal requirements affecting particular services or the conduct of our business generally. These programs include dedicated compliance personnel and training and monitoring programs, as well as support and guidance to our business partners on matters of regulatory compliance programs and best practices.

Anti-Money Laundering Laws

Our products and services are generally subject to federal anti-money laundering laws, including the Bank Secrecy Act, as amended by the USA PATRIOT Act, and similar state laws. On an ongoing basis, these laws require us, among other things, to:

- report large cash transactions and suspicious activity;
- screen transactions against the U.S. government's watch-lists, such as the Specially Designated Nationals and Blocked Persons List maintained by the Office of Foreign Assets Control;
- prevent the processing of transactions to or from certain countries, individuals, nationals and entities;
- identify the dollar amounts loaded or transferred at any one time or over specified periods of time, which requires the aggregation of information over multiple transactions;
- gather and, in certain circumstances, report customer information;
- comply with consumer disclosure requirements; and
- register or obtain licenses with state and federal agencies in the United States and seek registration of our retail distributors and network acceptance members when necessary.

Anti-money laundering regulations are constantly evolving. We continuously monitor our compliance with anti-money laundering regulations and implement policies and procedures in order to comply with the most current legal requirements. We cannot predict how these future regulations might affect us. Complying with future regulation could be expensive or require us to change the way we operate our business.

We are registered with the Financial Crimes Enforcement Network, or FinCEN, as a money services business. As a result of being so registered, we have established anti-money laundering compliance programs that include: (i) internal policies and controls; (ii) designation of a compliance officer; (iii) ongoing employee training and (iv) an independent review function. We have developed and implemented compliance programs comprised of policies, procedures, systems and internal controls to monitor and address various legal requirements and developments. To assist in managing and monitoring money laundering risks, we continue to enhance our anti-money laundering compliance program. We offer our services largely through our retail distributor and network acceptance member relationships. We have developed an anti-money laundering training manual and a program to assist in educating our retail distributors on applicable anti-money laundering laws and regulations.

Money Transmitter Licensing Regulations

We are subject to money transmitter licensing regulations. We have obtained licenses to operate as a money transmitter in 41 states, Puerto Rico and Washington, D.C.. The remaining U.S. jurisdictions either do not currently regulate money transmitters or the money transmitter laws of those jurisdictions do not require us to obtain a license in connection with the conduct of our business. As a licensee, we are subject to certain restrictions and requirements, including reporting, net worth and surety bonding requirements and requirements for regulatory approval of controlling stockholders, agent locations and consumer forms and disclosures. Many states require that we must at all times maintain cash and highly rated investment securities in an amount equivalent to all outstanding settlement obligations. We are also subject to inspection by the regulators in the jurisdictions in which we are licensed, many of which conduct regular examinations.

Escheatment Laws

Unclaimed property laws of every U.S. jurisdiction require that we track certain information on our card products and services and that, if customer funds are unclaimed at the end of an applicable statutory abandonment period, the proceeds of the unclaimed property be remitted to the appropriate jurisdiction. We manage escheatment law compliance with respect to our card products and services and have an ongoing program to comply with those laws. Statutory abandonment periods applicable to our card products and services typically range from three to seven years.

Privacy and Information Safeguard Laws

In the ordinary course of our business, we collect certain types of data, which subjects us to certain privacy and information security laws in the United States, including, for example, the Gramm-Leach-Bliley Act of 1999, or the GLB Act, and other laws or rules designed to regulate consumer information and mitigate identity theft. We are also subject to privacy laws of various states. These state and federal laws impose obligations with respect to the collection, processing, storage, disposal, use and disclosure of personal information, and require that financial institutions have in place policies regarding information privacy and security. In addition, under federal and certain state financial privacy laws, we must provide notice to consumers of our policies and practices for sharing nonpublic information with third parties, provide advance notice of any changes to our policies and, with limited exceptions, give consumers the right to prevent use of their nonpublic personal information and disclosure of it to unaffiliated third parties. Certain state laws may, in some circumstances, require us to notify affected individuals of security breaches of computer databases that contain their personal information. These laws may also require us to notify state law enforcement, regulators or consumer reporting agencies in the event of a data breach, as well as businesses and governmental agencies that own data. In order to comply with the privacy and information safeguard laws, we have confidentiality/information security standards and procedures in place for our business activities and with network acceptance members and our third-party vendors and service providers. Privacy and information security laws evolve regularly, requiring us to adjust our compliance program on an ongoing basis and presenting compliance challenges.

Banking Regulations

We became a bank holding company in December 2011, as a result of our acquisition of Bonneville Bancorp, the holding company of Bonneville Bank, a state-chartered Utah bank, which was renamed Green Dot Bank after the acquisition. We and our subsidiary bank are extensively regulated under federal and state laws, which, in general, results in increased compliance costs and other expenses, as we and our subsidiary bank are required to undergo regular on-site examinations and to comply with additional reporting requirements. As a bank holding company, we are subject to the supervision of, and inspection by, the Federal Reserve Board and the State of Utah Department of Financial Institutions and are subject to certain regulations which, among other things, restrict our business and the activities in which we may engage.

Activities. Federal laws restrict the types of activities in which bank holding companies may engage, and subject them to a range of supervisory requirements, including regulatory enforcement actions for violations of laws and policies. Bank holding companies may engage in the business of banking and managing and controlling banks, as well as closely related activities. In addition, financial holding companies may engage in a wider set of activities, including with respect to securities activities and investments in companies engaged in nonbanking activities. The business activities that we currently conduct are permissible activities for bank holding companies under U.S. law, and we do not expect the limitations described above will adversely affect our current operations or materially restrict us from engaging in activities that are currently contemplated by our business strategies. It is possible, however, that these restrictions could limit our ability to enter other businesses in which we may wish to engage at some time in the future. It is also possible that in the future these laws may be amended in ways, or new laws or regulations may be adopted, that adversely affect our ability to engage in our current or additional businesses.

Even if our activities are permissible for a bank holding company, as discussed under “— Capital Adequacy” below, the Federal Reserve Board has the authority to order a bank holding company or its subsidiaries to terminate any activity or to require divestiture of ownership or control of a subsidiary in the event that it has reasonable cause to believe that the activity or continued ownership or control poses a serious risk to the financial safety, soundness or stability of the bank holding company or any of its bank subsidiaries.

Dividend Restrictions. Bank holding companies are subject to various restrictions that may affect their ability to pay dividends. Federal and state banking regulations applicable to bank holding companies and banks generally require that dividends be paid from earnings and, as described under "— Capital Adequacy" below, require minimum levels of capital, which limits the funds available for payment of dividends. Other restrictions include the Federal Reserve Board's general policy that bank holding companies should pay cash dividends on common stock only out of net income available to stockholders for the preceding year or four quarters and only if the prospective rate of earnings retention is consistent with the organization's expected future needs and financial condition, including the needs of each of its bank subsidiaries. In the current financial and economic environment, the Federal Reserve Board has indicated that bank holding companies should carefully review their dividend policies and has discouraged dividend pay-out ratios that are at the 100% level unless both their asset quality and capital are very strong. A bank holding company also should not maintain a dividend level that places undue pressure on the capital of its bank subsidiaries, or that may undermine the bank holding company's ability to serve as a source of strength for its bank subsidiaries. See "— Source of Strength" below.

Capital Adequacy. Bank holding companies and banks are subject to various requirements relating to capital adequacy, including limitations on leverage. As a bank holding company that is a financial holding company, we are required to be "well-capitalized," meaning we must maintain certain capital and leverage requirements. Our subsidiary bank is also subject to separate liquidity requirements that we have committed to with the Federal Reserve Board and Utah Department of Financial Institutions. As of December 31, 2017, we and our subsidiary bank are each "well-capitalized" under the above standards and presently exceed our respective capital and leverage commitments.

Under the regulatory framework that Congress has established and bank regulators have implemented, banks are either "well-capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." Banks are generally subject to greater restrictions and supervision than bank holding companies, and these restrictions increase as the financial condition of the bank worsens. For instance, a bank that is not well-capitalized may not accept, renew or roll over brokered deposits without the consent of the FDIC. If our subsidiary bank were to become less than adequately capitalized, the bank would need to submit to bank regulators a capital restoration plan that was guaranteed by us, as its bank holding company. The bank would also likely become subject to further restrictions on activities, such as entering into new lines of business, or would be required to conduct activities that have the effect of limiting asset growth or preventing acquisitions. A bank that is undercapitalized would also be prohibited from making capital distributions, including dividends, and from paying management fees to its bank holding company if the institution would be undercapitalized after any such distribution or payment. A significantly undercapitalized institution would be subject to mandatory capital raising activities, restrictions on interest rates paid and transactions with affiliates, removal of management and other restrictions. The FDIC has only very limited discretion in dealing with a critically undercapitalized institution and is virtually required to appoint a receiver or conservator.

For more information on regulatory capital rules and capital composition, see "Management's Discussion and Analysis of Financial Condition and Results of Operations--Capital Management" below and *Note 21 — Regulatory Requirements* to the Consolidated Financial Statements included herein, which are incorporated by reference in this Item 1.

Source of Strength. Under Federal Reserve Board policy, bank holding companies are expected to act as a source of strength to their bank subsidiaries and to commit resources to support each such subsidiary. This support may theoretically be required by the Federal Reserve Board at times when the bank holding company might otherwise determine not to provide it. As noted above, if a bank becomes less than adequately capitalized, it would need to submit an acceptable capital restoration plan that, in order to be acceptable, would need to be guaranteed by the parent holding company. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulator to maintain the capital of a subsidiary bank would be assumed by the bankruptcy trustee and entitled to a priority of payment. In addition, under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, the Federal Reserve Board is required to adopt new regulations formally requiring bank holding companies to serve as a source of strength to their subsidiary depository institutions. The Federal Reserve Board has not yet proposed rules to implement this requirement.

Acquisitions of Bank Holding Companies. Under the Bank Holding Company Act of 1956, as amended (the "BHC Act") and the Change in Bank Control Act, and their respective implementing regulations, Federal Reserve Board approval is necessary prior to any person or company acquiring control of a bank or bank holding company, subject to certain exceptions. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities, and may be presumed to exist if a person acquires 10% or more of any class of voting securities. These restrictions could affect the willingness or ability of a third party to acquire control of us for so long as we are a bank holding company particularly if the third party was not also a bank holding company.

Deposit Insurance and Deposit Insurance Assessments. Deposits accepted by banks, such as our subsidiary bank, have the benefit of FDIC insurance up to the applicable limits. The FDIC's Deposit Insurance Fund is funded by assessments on insured depository institutions, the level of which depends on the risk category of an institution and the amount of insured deposits that it holds. These rates currently range from 1.5 to 40 basis points on deposits. The FDIC may increase or decrease the assessment rate schedule, and has in the past required and may in the future require banks to prepay their estimated assessments for future periods. The Dodd-Frank Act changes the method of calculating deposit assessments, requiring the FDIC to assess premiums on the basis of assets less tangible stockholders' equity. The FDIC has indicated that this change will likely result in a lower assessment rate because of the larger assessment base.

Community Reinvestment Act. The Community Reinvestment Act of 1977, or CRA, and the regulations promulgated by the FDIC to implement the CRA are intended to ensure that banks meet the credit needs of their respective service areas, including low and moderate income communities and individuals, consistent with safe and sound banking practices. The CRA regulations also require the banking regulatory authorities to evaluate a bank's record in meeting the needs of its service area when considering applications to establish new offices or consummate any merger or acquisition transaction. The federal banking agencies are required to rate each insured institution's performance under the CRA and to make that information publicly available. Our subsidiary bank currently complies with the CRA through investments and other activities that are designed to benefit the needs of low and moderate income communities.

Restrictions on Transactions with Affiliates and Insiders. Transactions between a bank and its nonbanking affiliates are regulated by the Federal Reserve Board. These regulations limit the types and amount of these transactions, require certain levels of collateral for loans to affiliated parties and generally require those transactions to be on an arm's-length basis. As a bank holding company, transactions between Green Dot Bank and us, including our nonbanking subsidiaries, are limited by these regulations, although we do not anticipate that these restrictions will adversely affect our ability to conduct our current operations or materially prohibit us from engaging in activities that are currently contemplated by our business strategies.

Issuing Banks. All of the GPR cards that we provide and the Walmart gift cards we service are issued by Green Dot Bank or either a federally- or state-chartered third-party bank. Thus, we are subject to the oversight of the regulators for, and certain laws applicable to, these card issuing banks. These banking laws require us, as a servicer to the banks that issue our cards, to among other things, undertake compliance actions similar to those described under "Anti-Money Laundering Laws" above and comply with the privacy regulations promulgated under the GLB Act as discussed under "Privacy and Information Safeguard Laws" above. Our subsidiary bank is subject to the additional regulatory oversight and legal obligations described above, in its capacity as issuing bank of our GPR cards.

Other. The policies of regulatory authorities, including the monetary policy of the Federal Reserve Board, have a significant effect on the operating results of bank holding companies and their subsidiaries. Moreover, additional changes to banking laws and regulations are possible in the near future.

Consumer Protection Laws

We are subject to state and federal consumer protection laws, including laws prohibiting unfair and deceptive practices, regulating electronic fund transfers and protecting consumer nonpublic information. We believe that we have appropriate procedures in place for compliance with these consumer protection laws, but many issues regarding our service have not yet been addressed by the federal and state agencies charged with interpreting the applicable laws.

In order to permit the direct deposit of Federal benefits and other Federal funds to our products, we comply with the requirements of the Electronic Fund Transfer Act of the Federal Reserve Board, or Regulation E, as they relate to payroll cards, including disclosure of the terms of our electronic fund transfer services to consumers prior to their use of the service, 21 days' advance notice of material changes, specific error resolution procedures and timetables, and limits on customer liability for transactions that are not authorized by the consumer.

State and federal legislators and regulatory authorities are increasingly focused on the banking and consumer financial services industries, and may propose and adopt new legislation that could result in significant adverse changes in the regulatory landscape for financial institutions and financial services companies. If new regulations or laws result in changes in the way we are regulated, these regulations could expose us to increased regulatory oversight, more burdensome regulation of our business, and increased litigation risk, each of which could increase our costs and decrease our operating revenues. Furthermore, limitations placed on fees we charge or the disclosures that must be provided with respect to our products and services could increase our costs and decrease our operating revenues.

Payment Networks

In order to provide our products and services, we, as well as our subsidiary bank, Green Dot Bank, are contracted members with Visa and MasterCard and, as a result, are subject to payment network rules that could subject us to a variety of fines or penalties that may be levied by the payment networks for certain acts or omissions. Visa and MasterCard set the standards with which we and the card issuing banks must comply.

Employees

As of December 31, 2017, we had 1,152 employees, including 587 in general and administrative, 53 in sales and marketing, and 512 in research and product development. None of our employees is represented by a labor union or is covered by a collective bargaining agreement. We have never experienced any employment-related work stoppages and consider relations with our employees to be good.

Other Information

We were incorporated in Delaware in 1999 and became a bank holding company under the BHC Act and a member bank of the Federal Reserve System in December 2011.

Our principal executive offices are located at 3465 East Foothill Boulevard, Pasadena, California 91107, and our telephone number is (626) 765-2000.

We maintain a website at www.greendot.com. We make available free of charge, on or through our website via the Investor Relations section at ir.greendot.com, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the Securities and Exchange Commission, or the SEC. References to website addresses in this report are intended to be inactive textual references only, and none of the information contained on our website is part of this report or incorporated in this report by reference.

ITEM 1A. Risk Factors

Risks Related to Our Business

Our operating results may fluctuate in the future, which could cause our stock price to decline.

Our quarterly and annual results of operations may fluctuate in the future as a result of a variety of factors, many of which are outside of our control. If our results of operations fall below the expectations of investors or any securities analysts who follow our Class A common stock, the trading price of our Class A common stock could decline substantially. Fluctuations in our quarterly or annual results of operations might result from a number of factors, including, but not limited to:

- the timing and volume of purchases, use and reloads of our prepaid cards and other products and services;
- the timing and volume of tax refunds processed by us, including the impact of any general delays in tax refund disbursements from the U.S. and State Treasuries;
- the timing and success of new product or service introductions by us or our competitors;
- seasonality in the purchase or use of our products and services;
- changes in the level of interchange rates that can be charged;
- fluctuations in customer retention rates;
- changes in the mix of products and services that we sell;
- changes in the mix of retail distributors through which we sell our products and services;
- the timing of commencement, renegotiation or termination of relationships with significant retail distributors and network acceptance members;
- the timing of commencement of new product development and initiatives, the timing of costs of existing product roll-outs to new retail distributors and the length of time we must invest in those new products, channels or retail distributors before they generate material operating revenues;
- our ability to effectively sell our products through online and direct mail marketing initiatives;
- changes in our or our competitors' pricing policies or sales terms;
- significant changes in our risk policies and controls;
- the amount and timing of costs related to fraud losses;
- the amount and timing of commencement and termination of major advertising campaigns, including sponsorships;
- the amount and timing of costs related to the development or acquisition of complementary businesses;
- the amount and timing of costs of any major litigation to which we are a party;
- disruptions in the performance of our products and services, including interruptions in the services we provide to other businesses, and the associated financial impact thereof;
- the amount and timing of capital expenditures and operating costs related to the maintenance and expansion of our business, operations and infrastructure;
- accounting charges related to impairment of goodwill and other intangible assets;
- our ability to control costs, including third-party service provider costs and sales and marketing expenses in an increasingly competitive market;
- volatility in the trading price of our Class A common stock, which may lead to higher or lower stock-based compensation expenses; and
- changes in the political or regulatory environment affecting the banking or electronic payments industries generally or the industries for prepaid financial services and tax refund processing specifically.

The loss of operating revenues from Walmart or any of our largest retail distributors would adversely affect our business.

Most of our operating revenues are derived from prepaid financial services sold at our four largest retail distributors. As a percentage of total operating revenues, operating revenues derived from products and services sold at the store locations of Walmart was approximately 40% for the year ended December 31, 2017. We expect that Walmart will continue to have a significant impact on our operating revenues in future periods, particularly in our Account Services segment. It would be difficult to replace Walmart and the operating revenues derived from products and services sold at their stores. Accordingly, the loss of Walmart would have a material adverse effect on our business and results of operations. In addition, any publicity associated with the loss of any of our large retail distributors could harm our reputation, making it more difficult to attract and retain consumers and other retail distributors, and could lessen our negotiating power with our remaining and prospective retail distributors.

The term of our Walmart Money Card agreement (which governs the MoneyCard program) expires on May 1, 2020, unless renewed under its automatic renewal provision which provide for a two-year extension. Our contracts with our three other largest retail distributors have terms that expire at various dates through 2021. Our contracts with Walmart and our three other largest retail distributors can in limited circumstances, such as our material breach or insolvency or, in the case of Walmart, our failure to meet agreed-upon service levels, certain changes in control, and our inability or unwillingness to agree to requested pricing changes, be terminated by these retail distributors on relatively short notice. There can be no assurance that we will be able to continue our relationships with our largest retail distributors on the same or more favorable terms in future periods or that our relationships will continue beyond the terms of our existing contracts with them. Our operating revenues and results of operations could suffer if, among other things, any of our retail distributors renegotiates, terminates or fails to renew, or to renew on similar or favorable terms, its agreement with us or otherwise chooses to modify the level of support it provides for our products.

Our base of tax preparation partners is concentrated and the performance of our Processing and Settlement Services segment depends in part on our ability to retain existing partners.

If one or more of our major tax preparation partners were to substantially reduce or stop offering our services to their customers, our tax refund processing services business, a component of our Processing and Settlement Services segment, results of operations and financial condition would be harmed. Substantially all the revenues we generate from our tax refund processing services business have come from sales through a relatively small number of tax preparation firms. We do not have long-term contractual commitments from any of our current tax preparation partners and our tax preparation partners may elect to not renew their contracts with us with little or no advance notice. As a result, we cannot be assured that any of our current tax preparation partners will continue to partner with us past the terms in their current agreements. A termination of our relationships with certain tax preparation partners that provide commercial tax preparation software would result in lost revenue and the loss of the ability to secure future relationships with new or existing tax preparation firms that use such tax software.

Our future success depends upon the active and effective promotion of our products and services by retail distributors and tax preparation partners, but their interests and operational decisions might not always align with our interests.

Most of our operating revenues are derived from our products and services sold at the stores of our retail distributors. In addition, a large portion of our Processing and Settlement Services revenues are dependent on tax preparation partners as the revenues we generate from our tax refund processing services are largely derived from products and services sold through retail tax preparation businesses and income tax software providers. Revenues from our retail distributors and tax preparation partners depend on a number of factors outside our control and may vary from period to period. Because we compete with many other providers of products and services, including competing prepaid cards and tax refund processing services, for placement and promotion of products in the stores of our retail distributors or in conjunction with the delivery of tax preparation services by our tax preparation providers, our success depends on our retail distributors and tax preparation partners and their willingness to promote our products and services successfully. In general, our contracts with these third parties allow them to exercise significant discretion over the placement and promotion of our products and services; they could give higher priority to the products and services of other companies for a variety of reasons. Accordingly, losing the support of our retail distributors and tax preparation partners might limit or reduce the sales of our products and services. Our operating revenues and operating expenses may also be negatively affected by operational decisions by our retail distributors and tax preparation partners. For example, if a retail distributor reduces shelf space for our products or implements changes in its systems that disrupt the integration between its systems and ours, our product sales could be reduced or decline and we may incur additional merchandising costs to ensure our products are appropriately stocked. Similarly, for a variety of reasons, many of our tax preparation partners that provide commercial income tax preparation software offer their customers several types for tax refund processing services, including those of our competitors. Even if our retail distributors and tax preparation partners actively and effectively promote our products and services, there can be no assurance that their efforts will maintain or result in growth of our operating revenues.

We make significant investments in products and services that may not be successful.

Our prospects for growth depend on our ability to innovate by offering new, and adding value to our existing, product and service offerings and on our ability to effectively commercialize such innovations. We will continue to make investments in research, development, and marketing for new products and services, such as these or others. Investments in new products and services are speculative. Commercial success depends on many factors, including innovativeness, price, the competitive environment and effective distribution and marketing. If customers do not perceive our new offerings as providing significant value, they may fail to accept our new products and services, which would negatively impact our operating revenues. We may not achieve significant operating revenues from new product and service investments for a number of years, if at all. Moreover, new products and services may not be profitable, and even if they are profitable, operating margins for new products and services may not be as high as the margins we have experienced in the past.

Our operating revenues for a particular period are difficult to predict, and a shortfall in our operating revenues may harm our results of operations.

Our operating revenues for a particular period are difficult to predict. Our total operating revenues may decline or grow at a slower rate than in prior periods. Our ability to meet financial expectations could be adversely affected by various factors, such as delays in implementing or realizing expected benefits from revenue growth activities and BaaS programs, increased competition within the store locations of many of our largest retail distributors and reputational damage and unreimbursed losses associated with disruption in the performance of our products and services.

Our ability to increase card usage and cardholder retention and to attract new long-term users of our products can also have a significant effect on our operating revenues. We may be unable to generate increases in card usage, cardholder retention or attract new long-term users of our products for a number of reasons, including our inability to maintain our existing distribution channels, the failure of our cardholder retention and usage incentives to influence cardholder behavior, our inability to predict accurately consumer preferences or industry changes and to modify our products and services on a timely basis in response thereto, and our inability to produce new features and services that appeal to existing and prospective customers. As a result, our results of operations could vary materially from period to period based on the degree to which we are successful in increasing card usage and cardholder retention and attracting long-term users of our products.

Either of the above factors could have a material adverse impact on our business, operating results and financial condition.

Seasonal fluctuations in the use of our products and services impact our results of operations and cash flows.

Our results of operations and cash flows vary from quarter to quarter, and periodically decline, due to the seasonal nature of the use of our products and services. For example, in recent years, our results of operations for the first half of each year have been favorably affected by large numbers of taxpayers electing to receive their tax refunds via direct deposit on our cards, which caused our operating revenues to be typically higher in the first halves of those years than they were in the corresponding second halves of those years. Our tax refund processing services business is also highly seasonal as it generates the substantial majority of its revenue in the first quarter, and substantially all of its revenue in the first half of each calendar year. Additionally, beginning in the first quarter of 2018, we expect our new business relationship with Intuit’s TurboTax software to be an incremental driver of active cards and revenue for our Account Services segment, particularly during tax season. To the extent that seasonal fluctuations become more pronounced, or are not offset by other factors, our results of operations and cash flows from operating activities could fluctuate materially from period to period.

The industries in which we compete are highly competitive, which could adversely affect our results of operations.

The prepaid financial services and tax refund services industries are highly competitive and include a variety of financial and non-financial services vendors. We expect conditions in the markets in which we compete will remain highly competitive. For example, Walmart, CVS and other retail distributors have been selling competitive products at their store locations for the past several years. Competition is expected to negatively impact our operating revenues, and could cause us to compete on the basis of price or increase our sales and marketing expenses, any of which would likely seriously harm our business, results of operations and financial condition. Our current and potential competitors include:

- prepaid card program managers, such as American Express, First Data, Total Systems Services, and traditional banks, such as J.P. Morgan Chase;
- reload network providers, such as Visa, Western Union and MoneyGram;
- prepaid card distributors, such as InComm and Blackhawk Network; and
- providers of tax refund processing services, including tax preparation businesses with their own internally-developed products and services and independent providers, such as Republic Bank & Trust Company.

Some of these vendors compete with us in more than one of the vendor categories described above, while others are primarily focused in a single category. In addition, competitors in one category have worked or are working with competitors in other categories to compete with us. We also face actual and potential competition from retail distributors or from other companies that have decided or may in the future decide to compete, or compete more aggressively, in the prepaid financial services industry. Similarly, some of our tax preparation partners have developed or may seek to develop their own products and services that compete with our tax refund processing services.

We also compete with businesses outside of the prepaid financial services industry, including traditional providers of financial services, such as banks that offer demand deposit accounts and card issuers that offer credit cards, private label retail cards and gift cards. In particular, our GoBank and secured card products are designed to compete directly with traditional service providers, such as banks and credit card companies, by providing products and services that they have traditionally provided. These and other competitors in the larger electronic payments industry are introducing innovative products and services that may compete with ours. We expect that this competition will continue as the prepaid financial services industry and the larger banking and electronic payments industry continues to evolve. We also expect to compete with businesses outside the traditional tax refund processing services industry in the future as new entrants seek to develop software solutions that may replace the need for our tax refund processing services.

Many existing and potential competitors have longer operating histories and greater name recognition than we do. In addition, many of our existing and potential competitors are substantially larger than we are, may already have or could develop substantially greater financial and other resources than we have, may offer, develop or introduce a wider range of programs and services than we offer or may use more effective advertising and marketing strategies than we do to achieve broader brand recognition, customer awareness and retail penetration. We could also experience increased price competition. If this happens, we expect that the purchase and use of our products and services would decline. If price competition materially intensifies, we may have to increase the incentives that we offer to our retail distributors and our tax preparation partners and decrease the prices of our products and services, any of which would likely adversely affect our results of operations.

Our long-term success depends on our ability to compete effectively against existing and potential competitors that seek to provide prepaid cards or other electronic payment products and services or tax refund processing services. If we fail to compete effectively against these competitors, our revenues, results of operations, prospects for future growth and overall business could be materially and adversely affected.

Acquisitions or investments could disrupt our business and harm our financial condition.

We have in the past acquired, and we expect to acquire in the future, other businesses and technologies. The process of integrating an acquired business, product, service or technology can involve a number of special risks and challenges, including:

- increased regulatory and compliance requirements;
- implementation or remediation of controls, procedures and policies at the acquired company;
- diversion of management time and focus from operation of our then-existing business;
- integration and coordination of product, sales, marketing, program and systems management functions;
- transition of the acquired company’s users and customers onto our systems;
- integration of the acquired company’s accounting, information management, human resource and other administrative systems and operations generally with ours;
- integration of employees from the acquired company into our organization;
- loss or termination of employees, including costs associated with the termination or replacement of those employees;
- liability for activities of the acquired company prior to the acquisition, including violations of law, commercial disputes, and tax and other known and unknown liabilities; and

- increased litigation or other claims in connection with the acquired company, including claims brought by terminated employees, customers, former stockholders or other third parties.

If we are unable to successfully integrate an acquired business or technology or otherwise address these special risks and challenges or other problems encountered in connection with an acquisition, we might not realize the anticipated benefits of that acquisition, we might incur unanticipated liabilities or we might otherwise suffer harm to our business generally. Unanticipated costs, delays or other operational or financial problems related to integrating the acquired company and business with our company may result in the diversion of our management's attention from other business issues and opportunities. To integrate acquired businesses, we must implement our technology systems in the acquired operations and integrate and manage the personnel of the acquired operations. We also must effectively integrate the different cultures of acquired business organizations into our own in a way that aligns various interests, and may need to enter new markets in which we have no or limited experience and where competitors in such markets have stronger market positions. Failures or difficulties in integrating the operations of the businesses that we acquire, including their personnel, technology, compliance programs, risk management systems, financial systems, distribution and general business operations and procedures, marketing, promotion and other relationships, may affect our ability to grow and may result in us incurring asset impairment or restructuring charges. Furthermore, acquisitions and investments are often speculative in nature and the actual benefits we derive from them could be lower or take longer to materialize than we expect.

To the extent we pay the consideration for any future acquisitions or investments in cash, it would reduce the amount of cash available to us for other purposes. Future acquisitions or investments could also result in dilutive issuances of our equity securities or the incurrence of debt, contingent liabilities, amortization expenses, or goodwill impairment charges, any of which could harm our financial condition and negatively impact our stockholders.

Fraudulent and other illegal activity involving our products and services could lead to reputational damage to us, reduce the use and acceptance of our cards and reload network, reduce the use of our tax refund processing services, and may adversely affect our financial position and results of operations.

Criminals are using increasingly sophisticated methods to engage in illegal activities involving prepaid cards, reload products, checking accounts or customer information. Illegal activities involving our products and services often include malicious social engineering schemes, where people are asked to provide a prepaid card or reload product in order to obtain a loan or purchase goods or services. Illegal activities may also include fraudulent payment or refund schemes and identity theft. We rely upon third parties for transaction processing services, which subjects us and our customers to risks related to the vulnerabilities of those third parties. A single significant incident of fraud, or increases in the overall level of fraud, involving our cards and other products and services, have in the past and could in the future result in reputational damage to us. Such damage could reduce the use and acceptance of our cards and other products and services, cause retail distributors or network acceptance members to cease doing business with us or lead to greater regulation that would increase our compliance costs. Fraudulent activity could also result in the imposition of regulatory sanctions, including significant monetary fines, which could adversely affect our business, results of operations and financial condition.

In addition, to address the challenges we face with respect to fraudulent activity, we have implemented risk control mechanisms that have made it more difficult for all customers, including legitimate customers, to obtain and use our products and services. We believe it is likely that our risk control mechanisms may continue to adversely affect our new card activations from legitimate customers for the foreseeable future and that our operating revenues will be negatively impacted as a result.

As a bank holding company, we are subject to extensive and potentially changing regulation and may be required to serve as a source of strength for Green Dot Bank, which may adversely affect our business, financial position and results of operations.

As a bank holding company, we are subject to comprehensive supervision and examination by the Federal Reserve Board and the State of Utah Department of Financial Institutions and must comply with applicable regulations and other commitments we have agreed to, including financial commitments in respect to minimum capital and leverage requirements. If we fail to comply with any of these requirements, we may become subject to formal or informal enforcement actions, proceedings, or investigations, which could result in regulatory orders, restrictions on our business operations or requirements to take corrective actions, which may, individually or in the aggregate, affect our results of operations and restrict our ability to grow. If we fail to comply with the applicable capital and leverage requirements, or if our subsidiary bank fails to comply with its applicable capital and leverage commitments, the Federal Reserve Board may limit our ability to pay dividends or fund stock repurchases, or if we become less than adequately capitalized, require us to raise additional capital. In addition, as a bank holding company and a financial holding company, we are generally prohibited from engaging, directly or indirectly, in any activities other than those permissible for bank holding companies and financial holding companies. This restriction might limit our ability to pursue future business opportunities which we might otherwise consider but which might fall outside the scope of permissible activities.

A substantial portion of Green Dot Bank's deposit liabilities are currently classified as brokered deposits, and the failure by Green Dot Bank to maintain its status as a "well-capitalized" institution could have a serious adverse effect on Green Dot Bank's ability to conduct key portions of its current deposit-taking activity.

On January 5, 2015, the FDIC published industry guidance in the form of Frequently Asked Questions ("FAQs") with respect to, among other things, the categorization of deposit liabilities as "brokered" deposits. This guidance was later supplemented on November 13, 2015, and June 30, 2016. Based on this guidance, a vast majority of Green Dot Bank's deposits are currently classified as brokered. If Green Dot Bank ceases to be categorized as "well capitalized" under banking regulations, it could be prohibited from accepting, renewing or rolling over brokered deposits without the consent of the FDIC. In such a case, the FDIC's refusal to grant consent to our accepting, renewing or rolling over brokered deposits could materially adversely effect the financial condition and operations of Green Dot Bank and the Company and could effectively restrict the ability of Green Dot Bank to operate its business lines as presently conducted.

Changes in laws and regulations to which we are subject, or to which we may become subject, may increase our costs of operation, decrease our operating revenues and disrupt our business.

The provision of banking services, prepaid financial services and tax refund processing services is highly regulated and, from time to time, the laws and regulations affecting these industries, and the manner in which they are interpreted, are subject to change and legal action. Accordingly, changes in laws and regulations or the interpretation or enforcement thereof may occur that could increase our compliance and other costs of doing business, require significant systems redevelopment, or render our products or services less profitable or obsolete, any of which could have an adverse effect on our results of operations. For example, we could face more stringent anti-money laundering rules and regulations, as well as more stringent licensing rules and regulations, compliance with which could be expensive and time consuming. In addition, adverse rulings relating to the industries in which we participate could cause our products and services to be subject to additional laws and regulations, which could make our products and services less profitable.

If additional regulatory requirements were imposed on the sale of our products and services and our bank, the requirements could lead to a loss of retail distributors, tax preparation partners or other business partners, which, in turn, could materially and adversely impact our operations. Moreover, if our products are adversely impacted by the interpretation or enforcement of these regulations or we or any of our retail distributors or tax preparation partners were unwilling or unable to make any such operational changes to comply with the interpretation or enforcement thereof, we would no longer be able to sell our products and services through that noncompliant retail distributor or tax preparation partner, which could have a material adverse effect on our business, financial position and results of operations.

State and federal legislators and regulatory authorities are increasingly focused on the banking and consumer financial services industries, and may propose and adopt new legislation that could result in significant adverse changes in the regulatory landscape for financial institutions and financial services companies.

If new regulations or laws result in changes in the way we are regulated, these regulations could expose us to increased regulatory oversight, more burdensome regulation of our business, and increased litigation risk, each of which could increase our costs and decrease our operating revenues. Furthermore, limitations placed on fees we charge or the disclosures that must be provided with respect to our products and services could increase our costs and decrease our operating revenues.

Changes in laws and regulations, or our failure to comply with existing laws and regulations, applicable to our tax refund-related services could have a material adverse effect on our business, prospects, results of operations, and financial condition.

We derive a significant portion of our total operating revenues and earnings from tax refund processing and settlement services. The tax preparation industry is regulated under a variety of statutes in addition to those regulations currently applicable to our prepaid products and services, all of which are subject to change and which may impose significant costs, limitations or prohibitions on the way we conduct or expand our tax refund processing and related services. In recent years, state legislators, state attorneys general, and regulators have increased their focus on the tax preparation industry including tax refund processing services and the use thereof by tax preparation firms. Laws making such services less profitable, or even unprofitable, could be passed in any state at any time or existing laws could expire or be amended, any of which could have a material adverse effect on our business, prospects, results of operations, and financial condition. State regulators have broad discretionary power and may impose new requirements, interpret or enforce existing regulatory requirements in different ways or issue new administrative rules, even if not contained in state statutes, and state attorneys general could take actions, that affect the way we offer our tax refund-related services and may force us to terminate, modify, or cease our operations in particular states. State or federal regulators could also impose rules that are generally adverse to our tax refund-related services. Any new requirements or rules, or new interpretations of existing requirements or rules, or failure to follow requirements or rules, or future lawsuits or rulings, could have a material adverse effect on our business, prospects, results of operations, and financial condition.

We operate in a highly regulated environment, and failure by us, the banks that issue our cards, the businesses that participate in our reload network, the banks that assist with our tax refund processing services, and our tax preparation partners to comply with applicable laws and regulations could have an adverse effect on our business, financial position and results of operations.

We operate in a highly regulated environment, and failure by us, the banks that issue our cards or the businesses that participate in our reload network or other business partners to comply with the laws and regulations to which we are subject could negatively impact our business. We are subject to state money transmission licensing requirements and a wide range of federal and other state laws and regulations. In particular, our products and services are subject to an increasingly strict set of legal and regulatory requirements intended to protect consumers and to help detect and prevent money laundering, terrorist financing and other illicit activities.

Many of these laws and regulations are evolving, unclear and inconsistent across various jurisdictions, and ensuring compliance with them is difficult and costly. For example, with increasing frequency, federal and state regulators are holding businesses like ours to higher standards of training, monitoring and compliance, including monitoring for possible violations of laws by the businesses that participate in our reload network. Failure by us or those businesses to comply with the laws and regulations to which we are or may become subject could result in fines, penalties or limitations on our ability to conduct our business, or federal or state actions, any of which could significantly harm our reputation with consumers and other network participants, banks that issue our cards and regulators, and could materially and adversely affect our business, operating results and financial condition.

Changes in rules or standards set by the payment networks, such as Visa and MasterCard, or changes in debit network fees or products or interchange rates, could adversely affect our business, financial position and results of operations.

We are subject to association rules that could subject us to a variety of fines or penalties that may be levied by the card associations or networks for acts or omissions by us or businesses that work with us, including card processors, such as MasterCard PTS. The termination of the card association registrations held by us or any changes in card association or other debit network rules or standards, including interpretation and implementation of existing rules or standards, that increase the cost of doing business or limit our ability to provide our products and services could have an adverse effect on our business, operating results and financial condition. In addition, from time to time, card associations may increase the fees that they charge, which could increase our operating expenses, reduce our profit margin and adversely affect our business, results of operations and financial condition.

Furthermore, a substantial portion of our operating revenues is derived from interchange fees. For the year ended December 31, 2017, interchange revenues represented 29.0% of our total operating revenues, and we expect interchange revenues to continue to represent a significant percentage of our total operating revenues. The amount of interchange revenues that we earn is highly dependent on the interchange rates that the payment networks set and adjust from time to time.

The enactment of the Dodd-Frank Act required the Federal Reserve Board to implement regulations that have substantially limited interchange fees for many issuers. While the interchange rates that may be earned by us and our subsidiary bank are exempt from the limitations imposed by the Dodd-Frank Act, there can be no assurance that future regulation or changes by the payment networks will not impact our interchange revenues substantially. If interchange rates decline, whether due to actions by the payment networks or future regulation, we would likely need to change our fee structure to offset the loss of interchange revenues. However, our ability to make these changes is limited by the terms of our contracts and other commercial factors, such as price competition. To the extent we increase the pricing of our products and services, we might find it more difficult to acquire consumers and to maintain or grow card usage and customer retention, and we could suffer reputational damage and become subject to greater regulatory scrutiny. We also might have to discontinue certain products or services. As a result, our total operating revenues, operating results, prospects for future growth and overall business could be materially and adversely affected.

Our actual operating results may differ significantly from our guidance.

From time to time, we issue guidance in our quarterly earnings conference calls, or otherwise, regarding our future performance that represents our management’s estimates as of the date of release. This guidance, which constitutes forward-looking statements, is based upon a number of management's assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control, and are based upon specific assumptions with respect to future business decisions, some of which will change. While we have stated and we intend to continue to state possible outcomes as high and low ranges that are intended to provide a sensitivity analysis as variables are changed, we can provide no assurances that actual results will not fall outside of the suggested ranges.

The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any of these persons.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will prove to be incorrect or will vary significantly from actual results. For example, on a number of occasions over the last several years we adjusted our revenue guidance when actual results varied from our assumptions. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from our guidance and the variations may be material.

Any failure to implement our operating strategy successfully or the occurrence of any of the events or circumstances set forth in this Item 1A could result in our actual operating results being different from our guidance, and such differences may be adverse and material.

We receive important services from third-party vendors. Replacing them would be difficult and disruptive to our business.

Some services relating to our business, including fraud management and other customer verification services, transaction processing and settlement, card production, and customer service, are outsourced to third-party vendors. We also depend on third-party banks to assist with our tax refund processing services. It would be difficult to replace some of our third-party vendors in a timely manner if they were unwilling or unable to provide us with these services during the term of their agreements with us and our business and operations could be adversely affected. In particular, due to the seasonality in our business, any material service interruptions or service delays with key vendors during the tax season could result in losses that have an even greater adverse effect on that business than would be the case with our overall business.

Our business could suffer if there is a decline in the use of prepaid cards as a payment mechanism or there are adverse developments with respect to the prepaid financial services industry in general.

As the prepaid financial services industry evolves, consumers may find prepaid financial services to be less attractive than traditional or other financial services. Consumers might not use prepaid financial services for any number of reasons, including the general perception of our industry. If consumers do not continue or increase their usage of prepaid cards, including making changes in the way prepaid cards are loaded, our operating revenues may remain at current levels or decline. Any projected growth for the industry may not occur or may occur more slowly than estimated. If consumer acceptance of prepaid financial services does not continue to develop or develops more slowly than expected or if there is a shift in the mix of payment forms, such as cash, credit cards, traditional debit cards and prepaid cards, away from our products and services, it could have a material adverse effect on our financial position and results of operations.

Our business is dependent on the efficient and uninterrupted operation of computer network systems and data centers.

Our ability to provide reliable service to customers and other network participants depends on the efficient and uninterrupted operation of our computer network systems and data centers as well as those of our retail distributors, network acceptance members and third-party processors. Our business involves movement of large sums of money, processing of large numbers of transactions and management of the data necessary to do both. Our success in our account programs, including our BaaS programs, as well as our processing and settlement services, depends upon the efficient and error-free handling of the money that is collected, remitted or deposited in connection with the provision of our products and services. We rely on the ability of our employees, systems and processes and those of the banks that issue our cards, our retail distributors, tax refund preparation partners, our network acceptance members, other business partners and third-party processors to process and facilitate these transactions in an efficient, uninterrupted and error-free manner. Their failure to do so could materially and adversely impact our operating revenues and results of operations, particularly during the tax season, when we derive substantially all of operating revenues for our tax refund processing services and a significant portion of our other operating revenues.

Our systems are susceptible to outages and interruptions due to fire, natural disaster, power loss, telecommunications failures, software or hardware defects, terrorist attacks and similar events. Furthermore, we currently ultilize third-party data center hosting facilities located in the United States and other countries. Interruptions in our service may result for a number of reasons. For example, the data center hosting facilities that we use could be closed without adequate notice or suffer unanticipated problems resulting in lengthy interruptions in our service. Moreover, as we continue to add data centers and add capacity in our existing data centers, we could experience problems transferring customer accounts and data, impairing the delivery of our service. Any damage to, or failure of, our processes or systems generally, or those of our vendors (including as a result of disruptions at our third-party data center hosting facilities), or an improper action by our employees, agents or third-party vendors, could result in interruptions in our service, causing customers, retail distributors and other partners to become dissatisfied with our products and services or obligate us to issue credits or pay fines or other penalties to them. Sustained or repeated process or system failures could reduce the attractiveness of our products and services, including our BaaS platform, and result in contract terminations, thereby reducing operating revenue and harming our results of operations. Further, negative publicity arising from these types of disruptions could be damaging to our reputation and may adversely impact use of our products and services, including our BaaS platform, and adversely affect our ability to attract new customers and business partners. Some of our contracts with retail distributors, including our contract with Walmart, contain service level standards pertaining to the operation of our systems, and provide the retail distributor with the right to collect damages and potentially to terminate its contract with us for system downtime exceeding stated limits. If we face system interruptions or failures, our business interruption insurance may not be adequate to cover the losses or damages that we incur.

A data security breach could expose us to liability and protracted and costly litigation, and could adversely affect our reputation and operating revenues.

We and our retail distributors, tax preparation partners, network acceptance members, third-party processors and the merchants that accept our cards receive, transmit and store confidential customer and other information in connection with the sale and use of our products and services. Our encryption software and the other technologies we use to provide security for storage, processing and transmission of confidential customer and other information may not be effective to protect against data security breaches by third parties. The risk of unauthorized circumvention of our security measures has been heightened by advances in computer capabilities and the increasing sophistication of hackers. Our retail distributors, tax preparation partners, network acceptance members, other business partners, third-party processors and the merchants that accept our cards also may experience similar security breaches involving the receipt, transmission and storage of our confidential customer and other information. Improper access to our or these third parties' systems or databases could result in the theft, publication, deletion or modification of confidential customer and other information.

A data security breach of the systems on which sensitive cardholder or other customer or end-customer data and account information are stored could lead to fraudulent activity involving our products and services, reputational damage and claims or regulatory actions against us. If we are sued in connection with any data security breach, we could be involved in protracted and costly litigation. If unsuccessful in defending that litigation, we might be forced to pay damages and/or change our business practices, any of which could have a material adverse effect on our operating revenues and profitability. We would also likely have to pay (or indemnify the banks that issue our cards for) fines, penalties and/or other assessments imposed by Visa or MasterCard as a result of any data security breach. Further, a significant data security breach could lead to additional regulation, which could impose new and costly compliance obligations. In addition, a data security breach at one of the third-party banks that issue our cards or at our retail distributors, tax preparation partners, network acceptance members, other business partners, third-party processors or the merchants that accept our cards could result in significant reputational harm to us and cause the use and acceptance of our cards or other products and services to decline, either of which could have a significant adverse impact on our operating revenues and future growth prospects. Moreover, it may require substantial financial resources to address and remediate any such breach, including additional costs for replacement cards, manufacturing, distribution, re-stocking fees, fraud monitoring and other added security measures, amongst others, which could have a significant adverse impact on our operating results.

Litigation or investigations could result in significant settlements, fines or penalties.

We are subject to regulatory oversight in the normal course of our business, and have been and from time to time may be subject to securities class actions and other litigation or regulatory or judicial proceedings or investigations. The outcome of litigation and regulatory or judicial proceedings or investigations is difficult to predict. Plaintiffs or regulatory agencies or authorities in these matters may seek recovery of very large or indeterminate amounts, seek to have aspects of our business suspended or modified or seek to impose sanctions, including significant monetary fines. The monetary and other impact of these actions, litigations, proceedings or investigations may remain unknown for substantial periods of time. The cost to defend, settle or otherwise resolve these matters may be significant. Further, an unfavorable resolution of litigation, proceedings or investigations against us could have a material adverse effect on our business, operating results, or financial condition. In this regard, such costs could make it more difficult to maintain the capital, leverage and other financial commitments at levels we have agreed to with the Federal Reserve Board and the Utah Department of Financial Institutions. If regulatory or judicial proceedings or investigations were to be initiated against us by private or governmental entities, adverse publicity that may be associated with these proceedings or investigations could negatively impact our relationships with retail distributors, tax preparation partners, network acceptance members, other business partners and card processors and decrease acceptance and use of, and loyalty to, our products and related services, and could impact the price of our Class A common stock. In addition, such proceedings or investigations could increase the risk that we will be involved in litigation. The outcome of any such litigation is difficult to predict and the cost to defend, settle or otherwise resolve these matters may be significant. For the foregoing reasons, if regulatory or judicial proceedings or investigations were to be initiated against us by private or governmental entities, our business, results of operations and financial condition could be adversely affected or our stock price could decline.

We must adequately protect our brand and our intellectual property rights related to our products and services and avoid infringing on the proprietary rights of others.

The Green Dot, GoBank, MoneyPak, TPG and other brands and marks are important to our business, and we utilize trademark registrations and other means to protect them. Our business would be harmed if we were unable to protect our brand against infringement and its value was to decrease as a result.

We rely on a combination of patent, trademark and copyright laws, trade secret protection and confidentiality and license agreements to protect the intellectual property rights related to our products and services. We currently have 11 issued patents and 14 patent applications pending. Although we generally seek patent protection for inventions and improvements that we anticipate will be incorporated into our products and services, there is always a chance that our patents or patent applications could be challenged, invalidated or circumvented, or that an issued patent will not adequately cover the scope of our inventions or improvements incorporated into our products or services. Additionally, our patents could be circumvented by third-parties.

We may unknowingly violate the intellectual property or other proprietary rights of others and, thus, may be subject to claims by third parties. These assertions may increase over time as a result of our growth and the general increase in the pace of patent claims assertions, particularly in the United States. Because of the existence of a large number of patents in the mobile technology field, the secrecy of some pending patents, and the rapid rate of issuance of new patents, it is not economically practical or even possible to determine in advance whether a product or any of its elements infringes or will infringe on the patent rights of others. Regardless of the merit of these claims, we may be required to devote significant time and resources to defending against these claims or to protecting and enforcing our own rights. We might also be required to develop a non-infringing technology or enter into license agreements and there can be no assurance that licenses will be available on acceptable terms and conditions, if at all. Some of our intellectual property rights may not be protected by intellectual property laws, particularly in foreign jurisdictions. The loss of our intellectual property or the inability to secure or enforce our intellectual property rights or to defend successfully against an infringement action could harm our business, results of operations, financial condition and prospects.

We are exposed to losses from customer accounts.

Fraudulent activity involving our products may lead to customer disputed transactions, for which we may be liable under banking regulations and payment network rules. Our fraud detection and risk control mechanisms may not prevent all fraudulent or illegal activity. To the extent we incur losses from disputed transactions, our business, results of operations and financial condition could be materially and adversely affected.

Additionally, our cardholders can incur charges in excess of the funds available in their accounts, and we may become liable for these overdrafts. While we decline authorization attempts for amounts that exceed the available balance in a cardholder’s account, the application of card association rules, the timing of the settlement of transactions and the assessment of the card’s monthly maintenance fee, among other things, can result in overdrawn accounts.

Maintenance fee assessment overdrafts occur as a result of our charging a cardholder, pursuant to the card’s terms and conditions, the monthly maintenance fee at a time when he or she does not have sufficient funds in his or her account. Our remaining overdraft exposure arises primarily from late-posting. A late-post occurs when a merchant posts a transaction within a payment network-permitted timeframe but subsequent to our release of the authorization for that transaction, as permitted by card association rules. Under card association rules, we may be liable for the amount of the transaction even if the cardholder has made additional purchases in the intervening period and funds are no longer available on the card at the time the transaction is posted.

We consider overdrawn account balances to be our receivables due from cardholders. We maintain reserves to cover the risk that we may not recover these receivables due from our cardholders, but our exposure may increase above these reserves for a variety of reasons, including our failure to predict the actual recovery rate accurately. To the extent we incur losses from overdrafts above our reserves or we determine that it is necessary to increase our reserves substantially, our business, results of operations and financial condition could be materially and adversely affected.

An impairment charge of goodwill or other intangible assets could have a material adverse impact on our financial condition and results of operations.

Because we have grown in part through acquisitions, our net goodwill and intangible assets represent a significant portion of our consolidated assets. Our net goodwill and intangible assets were $582.4 million as of December 31, 2017. Under accounting principles generally accepted in the United States, or U.S. GAAP, we are required to test the carrying value of goodwill and intangible assets at least annually or sooner if events occur that indicate impairment could exist. These events or circumstances could include a significant change in the business climate, including a significant sustained decline in a reporting unit's fair value, legal and regulatory factors, operating performance indicators, competition and other factors.

U.S. GAAP requires us to assign and then test goodwill at the reporting unit level. If over a sustained period of time we experience a decrease in our stock price and market capitalization, which may serve as an estimate of the fair value of our reporting unit, this may be an indication of impairment. If the fair value of our reporting unit is less than its net book value, we may be required to record goodwill impairment charges in the future. In addition, if the revenue and cash flows generated from any of our other intangible assets is not sufficient to support its net book value, we may be required to record an impairment charge. The amount of any impairment charge could be significant and could have a material adverse impact on our financial condition and results of operations for the period in which the charge is taken.

If we are unable to keep pace with the rapid technological developments in our industry and the larger electronic payments industry necessary to continue providing our network acceptance members and cardholders with new and innovative products and services, the use of our cards and other products and services could decline.

The electronic payments industry is subject to rapid and significant technological changes. We cannot predict the effect of technological changes on our business. We rely in part on third parties, including some of our competitors and potential competitors, for the development of, and access to, new technologies. We expect that new services and technologies applicable to our industry will continue to emerge, and these new services and technologies may be superior to, or render obsolete, the technologies we currently utilize in our products and services. Additionally, we may make future investments in, or enter into strategic alliances to develop, new technologies and services or to implement infrastructure change to further our strategic objectives, strengthen our existing businesses and remain competitive. However, our ability to transition to new services and technologies that we develop may be inhibited by a lack of industry-wide standards, by resistance from our retail distributors, network acceptance members, third-party processors or consumers to these changes, or by the intellectual property rights of third parties. Our future success will depend, in part, on our ability to develop new technologies and adapt to technological changes and evolving industry standards. These initiatives are inherently risky, and they may not be successful or may have an adverse effect on our business, financial condition and results of operations.

We face settlement risks from our distributors and banking partners, which may increase during an economic downturn.

The majority of our business is conducted through retail distributors that sell our products and services to consumers at their store locations. Our retail distributors collect funds from the consumers who purchase our products and services and then must remit these funds directly to accounts established for the benefit of these consumers at the banks that issue our cards. The remittance of these funds by the retail distributor takes on average two business days. If a retail distributor becomes insolvent, files for bankruptcy, commits fraud or otherwise fails to remit proceeds to our card issuing bank from the sales of our products and services, we are liable for any amounts owed to our customers. As of December 31, 2017, we had assets subject to settlement risk of $209.4 million. Given the possibility of recurring volatility in global financial markets, the approaches we use to assess and monitor the creditworthiness of our retail distributors may be inadequate, and we may be unable to detect and take steps to mitigate an increased credit risk in a timely manner.

Economic downturns could result in settlement losses, whether or not directly related to our business. We are not insured against these risks. Significant settlement losses could have a material adverse effect on our business, results of operations and financial condition.

Economic, political and other conditions may adversely affect trends in consumer spending.

The electronic payments industry, including the prepaid financial services segment within that industry, depends heavily upon the overall level of consumer spending. If conditions in the United States become uncertain or deteriorate, we may experience a reduction in the number of our cards that are purchased or reloaded, the number of transactions involving our cards and the use of our reload network and related services. A sustained reduction in the use of our products and related services, either as a result of a general reduction in consumer spending or as a result of a disproportionate reduction in the use of card-based payment systems, would materially harm our business, results of operations and financial condition.

We must be able to operate and scale our technology effectively.

Our ability to continue to provide our products and services to network participants, as well as to enhance our existing products and services and offer new products and services, is dependent on our information technology systems. If we are unable to manage and scale the technology associated with our business effectively, we could experience increased costs, reductions in system availability and losses of our network participants. Any failure of our systems in scalability and functionality would adversely impact our business, financial condition and results of operations.

Our future success depends on our ability to attract, integrate, retain and incentivize key personnel.

Our future success will depend, to a significant extent, on our ability to attract, integrate, retain and recognize key personnel, namely our management team and experienced sales, marketing and program and technology development personnel. Replacing departing key personnel can involve organizational disruption and uncertainty. We experience transitions among our executive officers from time to time. If we fail to manage these transitions successfully, we could experience significant delays or difficulty in the achievement of our development and strategic objectives and our business, financial condition and results of operations could be materially and adversely harmed. We must retain and motivate existing personnel, and we must also attract, assimilate and motivate additional highly-qualified employees. We may experience difficulty in managing transitions and assimilating our newly-hired personnel, which may adversely affect our business. Additionally, continued activist shareholder activities involving our company could make it more difficult to attract and retain qualified personnel. Competition for qualified management, sales, marketing and program and technology development personnel can be intense. Competitors have in the past and may in the future attempt to recruit our top management and employees. If we fail to attract, integrate, retain and incentivize key personnel, our ability to manage and grow our business could be harmed.

We might require additional capital to support our business in the future, and this capital might not be available on acceptable terms, or at all.

If our unrestricted cash and cash equivalents balances and any cash generated from operations are not sufficient to meet our future cash requirements, we will need to access additional capital to fund our operations. We may also need to raise additional capital to take advantage of new business or acquisition opportunities. We may seek to raise capital by, among other things:

- issuing additional shares of our Class A common stock or other equity securities;
- issuing convertible or other debt securities; and
- borrowing funds under a credit facility.

We may not be able to raise needed cash in a timely basis on terms acceptable to us or at all. Financings, if available, may be on terms that are dilutive or potentially dilutive to our stockholders. The holders of new securities may also receive rights, preferences or privileges that are senior to those of existing holders of our Class A common stock. In addition, if we were to raise cash through a debt financing, the terms of the financing might impose additional conditions or restrictions on our operations that could adversely affect our business. If we require new sources of financing but they are insufficient or unavailable, we would be required to modify our operating plans to take into account the limitations of available funding, which would harm our ability to maintain or grow our business.

Our business could be negatively affected as a result of actions of stockholders.

The actions of stockholders could adversely affect our business. Specifically, certain actions of certain types of stockholders, including without limitation public proposals, requests to pursue a strategic combination or other transaction or special demands or requests, could disrupt our operations, be costly and time-consuming or divert the attention of our management and employees and increase the volatility of our stock. In addition, perceived uncertainties as to our future direction in relation to the actions of our stockholders may result in the loss of potential business opportunities or the perception that we are unstable and need to make changes, which may be exploited by our competitors and make it more difficult to attract and retain personnel as well as customers, service providers and partners. Actions by our stockholders may also cause fluctuations in our stock price based on speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of our business.

The occurrence of catastrophic events could damage our facilities or the facilities of third parties on which we depend, which could force us to curtail our operations.

We and some of the third-party service providers on which we depend for various support functions, such as customer service and card processing, are vulnerable to damage from catastrophic events, such as power loss, natural disasters, terrorism and similar unforeseen events beyond our control. Our principal offices, for example, are situated in southern California near known earthquake fault zones. If any catastrophic event were to occur, our ability to operate our business could be seriously impaired. In addition, we might not have adequate insurance to cover our losses resulting from catastrophic events or other significant business interruptions. Any significant losses that are not recoverable under our insurance policies, as well as the damage to, or interruption of, our infrastructure and processes, could seriously impair our business and financial condition.

If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired, which could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. If we are unable to maintain adequate internal control over financial reporting, we might be unable to report our financial information on a timely basis and might suffer adverse regulatory consequences or violate NYSE listing standards. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. We have in the past and may in the future discover areas of our internal financial and accounting controls and procedures that need improvement. Our internal control over financial reporting will not prevent or detect all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company will be detected. If we are unable to maintain proper and effective internal controls, we may not be able to produce accurate financial statements on a timely basis, which could adversely affect our ability to operate our business and could result in regulatory action, and could require us to restate, our financial statements. Any such restatement could result in a loss of public confidence in the reliability of our financial statements and sanctions imposed on us by the SEC.

Changes in accounting standards or inaccurate estimates or assumptions in the application of accounting policies could adversely affect our financial condition and results of operations.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Some of these policies require use of estimates and assumptions that may affect the reported value of our assets or liabilities and results of operations and are critical because they require management to make difficult, subjective and complex judgments about matters that are inherently uncertain. If those assumptions, estimates or judgments were incorrectly made, we could be required to correct and restate prior period financial statements. Accounting standard-setters and those who interpret the accounting standards (such as the Financial Accounting Standards Board, the SEC and banking regulators) may also amend or even reverse their previous interpretations or positions on how various standards should be applied. These changes can be difficult to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in the need to revise and republish prior period financial statements.

Our debt agreements contain restrictive covenants and financial ratio tests that restrict or prohibit our ability to engage in or enter into a variety of transactions. If we fail to comply with these covenants or tests, our indebtedness under these agreements could become accelerated, which could adversely affect us.

In October 2014 we entered into a $225.0 million term credit agreement with Bank of America, N.A., as an administrative agent, Wells Fargo Bank, National Association, and other lenders. This agreement contains various covenants that may have the effect of limiting, among other things, our ability and the ability of certain of our subsidiaries to: merge with other entities, enter into a transaction resulting in a change in control, create new liens, incur additional indebtedness, sell assets outside of the ordinary course of business, enter into transactions with affiliates (other than subsidiaries) or substantially change the general nature of our and our subsidiaries' business, taken as a whole, make certain investments, enter into restrictive agreements, or make certain dividends or other distributions. These restrictions could limit our ability to take advantage of financing, merger, acquisition or other opportunities, to fund our business operations or to fully implement our current and future operating strategies.

Under the agreement, we have agreed to maintain compliance with a maximum consolidated leverage ratio and a minimum consolidated fixed charge coverage ratio of 1.75 and 1.25, respectively, at the end of any fiscal quarter. Our ability to meet these financial ratios and tests will be dependent upon our future performance and may be affected by events beyond our control (including factors discussed in this "Risk Factors" section). If we fail to satisfy these requirements, our indebtedness under these agreements could become accelerated and payable at a time when we are unable to pay them. This would adversely affect our ability to implement our operating strategies and would have a material adverse effect on our financial condition.

Risks Related to Ownership of Our Class A Common Stock

The price of our Class A common stock may be volatile.

In the recent past, stocks generally, and financial services company stocks in particular, have experienced high levels of volatility. The trading price of our Class A common stock has been highly volatile since our initial public offering and may continue to be subject to wide fluctuations. The trading price of our Class A common stock depends on a number of factors, including those described in this "Risk Factors" section, many of which are beyond our control and may not be related to our operating performance. Factors that could cause fluctuations in the trading price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market prices and trading volumes of financial services company stocks;
- actual or anticipated changes in our results of operations or fluctuations in our operating results;
- actual or anticipated changes in the expectations of investors or the recommendations of any securities analysts who follow our Class A common stock;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- the public's reaction to our press releases, other public announcements and filings with the SEC;
- business disruptions and costs related to shareholder activism;
- litigation and investigations or proceedings involving us, our industry or both or investigations by regulators into our operations or those of our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- general economic conditions;
- changes to the indices in which our Class A common stock is included; and
- sales of shares of our Class A common stock by us or our stockholders.

In the past, many companies that have experienced volatility in the market price of their stock have become subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business.

Our charter documents, Delaware law and our status as bank holding company could discourage, delay or prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock.

Our certificate of incorporation and bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it more difficult for stockholders to nominate directors for election to our board of directors and take other corporate actions. These provisions, among other things:

- provide for non-cumulative voting in the election of directors;
- provide for a classified board of directors;

- authorize our board of directors, without stockholder approval, to issue preferred stock with terms determined by our board of directors and to issue additional shares of our Class A common stock;
- limit the voting power of a holder, or group of affiliated holders, of more than 24.9% of our common stock to 14.9%;
- provide that only our board of directors may set the number of directors constituting our board of directors or fill vacant directorships;
- prohibit stockholder action by written consent and limit who may call a special meeting of stockholders; and
- require advance notification of stockholder nominations for election to our board of directors and of stockholder proposals.

These and other provisions in our certificate of incorporation and bylaws, as well as provisions under Delaware law, could discourage potential takeover attempts, reduce the price that investors might be willing to pay in the future for shares of our Class A common stock and result in the trading price of our Class A common stock being lower than it otherwise would be.

In addition to the foregoing, under the BHC Act and the Change in Bank Control Act, and their respective implementing regulations, Federal Reserve Board approval is necessary prior to any person or company acquiring control of a bank or bank holding company, subject to certain exceptions. Control, among other considerations, exists if an individual or company acquires 25% or more of any class of voting securities, and may be presumed to exist if a person acquires 10% or more of any class of voting securities. These restrictions could affect the willingness or ability of a third party to acquire control of us for so long as we are a bank holding company.

If securities analysts do not continue to publish research or reports about our business or if they publish negative evaluations of our Class A common stock, the trading price of our Class A common stock could decline.

We expect that the trading price for our Class A common stock will be affected by any research or reports that securities analysts publish about us or our business. If one or more of the analysts who currently cover us or our business downgrade their evaluations of our Class A common stock, the price of our Class A common stock would likely decline. If one or more of these analysts cease coverage of our company, we could lose visibility in the market for our Class A common stock, which in turn could cause our stock price to decline.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

Our headquarters is located in Pasadena, California where we lease approximately 140,000 square feet. We own the real property where our subsidiary bank's only office is located in Provo, Utah. Through our wholly owned subsidiaries, we lease office facilities in Birmingham, Alabama; San Diego, California; San Ramon, California; New York, New York; Cincinnati, Ohio; Sandy, Utah; and Shanghai, China. We also lease additional technology development and sale and support offices in Tampa, Florida; Rogers, Arkansas; Westlake Village, California; and Manila, Philippines. We believe that our existing and planned facilities are adequate to support our existing operations and that, as needed, we will be able to obtain suitable additional facilities on commercially reasonable terms.

ITEM 3. Legal Proceedings

Information with respect to this item may be found under the caption "Litigation and Claims" in *Note 19 — Commitments and Contingencies* to the Consolidated Financial Statements included herein, which information is incorporated into this Item 3 by reference.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our Class A common stock is listed on the NYSE under the symbol “GDOT.” The following table sets forth for the periods indicated the high and low sales prices per share of our Class A common stock as reported on the NYSE.

	Low	High
Year ended December 31, 2017		
Fourth Quarter	$ 49.25	$ 65.88
Third Quarter	37.95	50.25
Second Quarter	32.04	40.20
First Quarter	23.40	33.64
Year ended December 31, 2016		
Fourth Quarter	$ 21.45	$ 25.42
Third Quarter	22.44	24.41
Second Quarter	20.79	23.67
First Quarter	15.28	23.50

Holders of Record

As of January 31, 2018, we had 82 holders of record of our Class A common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividends

We have never declared or paid any cash dividends on our capital stock, and we do not currently intend to pay any cash dividends on our Class A common stock for the foreseeable future. As a bank holding company, the Federal Reserve Board’s risk-based and leverage capital requirements, as well as other federal laws applicable to banks and bank holding companies, could limit our ability to pay dividends. We expect to retain future earnings, if any, to fund the development and future growth of our business. Additionally, our ability to pay dividends on our Class A common stock is limited by restrictions on our ability to pay dividends or make distributions under the terms of our existing credit facility. Any future determination to pay dividends on our Class A common stock, if permissible, will be at the discretion of our board of directors and will depend upon, among other factors, our financial condition, operating results, current and anticipated cash needs, plans for expansion and other factors that our board of directors may deem relevant.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

There was no repurchase activity during the three months ended December 31, 2017.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)(2)
October 1, 2017 to October 31, 2017	—	—	—	$ —
November 1, 2017 to November 30, 2017	—	—	—	—
December 1, 2017 to December 31, 2017	—	—	—	—
Total	—		—	$ —

(1) In June 2015, our Board of Directors announced that it had authorized a repurchase of shares of our Class A Common Stock in an amount up to $150 million under a stock repurchase program with no expiration date. After giving effect to our share repurchases completed to date, we have completed all share repurchases under this authorization and the share repurchase program under this authorization expired upon its completion in November 2017, when we elected to cash settle approximately $2.0 million worth of shares owed back to the counterparty under our March 2017 accelerated share repurchase agreement. See Note 11- Stockholder's Equity to the Consolidated Financial Statements.

(2) In May 2017, our Board of Directors announced it had authorized, subject to regulatory approval, expansion of our then-existing stock repurchase program by an additional $150 million. In light of the number of new enterprise-level programs now planned to launch in early 2018 that may require additional capital to support our internal and regulatory capital and liquidity requirements, management and our Board of Directors do not intend to seek regulatory approval until such time we believe capital levels are ample to support a repurchase program, which we believe would be, at the earliest, in the latter part of 2018.

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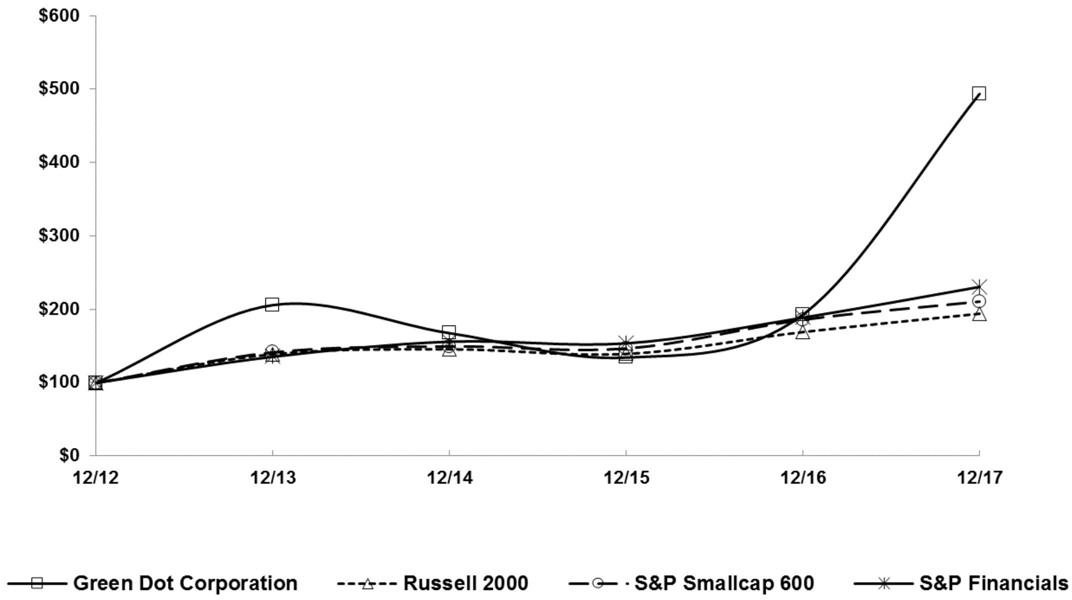
Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of section 18 of the Exchange Act, or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of Green Dot Corporation under the Securities Act or the Exchange Act.

The graph and table below compare the cumulative total stockholder return of Green Dot Corporation Class A common stock, the Russell 2000 Index, the S&P Small Cap 600 Index and the S&P 500 Financials Index for the period beginning on the close of trading on the NYSE on December 31, 2012 and ending on the close of trading on the NYSE on December 31, 2017. The graph assumes a $100 investment in our Class A common stock and each of the indices, and the reinvestment of dividends.

The comparisons in the graph and table below are based on historical data and are not intended to forecast the possible future performance of our Class A common stock.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Green Dot Corporation, the Russell 2000 Index,
the S&P Smallcap 600 Index and the S&P Financials Index



*$100 invested on 12/31/12 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

Total Return to Shareholders (Includes reinvestment of dividends)

Company/ Index	Base Period 12/31/12	2013	2014	2015	2016	2017
Green Dot Corporation	$ 100	$ 206	$ 168	$ 135	$ 193	$ 494
Russell 2000	$ 100	$ 139	$ 146	$ 139	$ 169	$ 194
S&P Smallcap 600	$ 100	$ 141	$ 149	$ 147	$ 185	$ 210
S&P Financials	$ 100	$ 136	$ 156	$ 154	$ 189	$ 231

ITEM 6. Selected Financial Data

The following tables present selected historical financial data for our business. This information should be read in conjunction with Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data of this report. The selected consolidated financial data in this section is not intended to replace the financial statements and is qualified in its entirety by the consolidated financial statements and related notes.

We derived the statements of operations data for the years ended December 31, 2017, 2016, and 2015, respectively, and the balance sheet data as of December 31, 2017 and 2016 from our audited consolidated financial statements included in Item 8 of this report. We derived the statements of operations data for the years ended December 31, 2014 and 2013, and balance sheet data as of December 31, 2015, 2014 and 2013, from our audited consolidated financial statements not included in this report. Our historical results are not necessarily indicative of our results to be expected in any future period.

	Year Ended December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
	(In thousands, except per share data)				
Consolidated Statements of Operations Data:					
Operating revenues:					
Card revenues and other fees	**$ 414,775**	$ 337,821	$ 318,083	$ 253,155	$ 227,227
Processing and settlement service revenues	**217,454**	184,342	182,614	179,289	183,359
Interchange revenues	**257,922**	196,611	196,523	178,040	171,757
Stock-based retailer incentive compensation(1)	**—**	—	(2,520)	(8,932)	(8,722)
Total operating revenues	**890,151**	718,774	694,700	601,552	573,621
Operating expenses:					
Sales and marketing expenses	**280,561**	249,096	230,441	235,227	218,370
Compensation and benefits expenses(2)	**194,654**	159,456	168,226	123,083	127,287
Processing expenses	**161,011**	107,556	102,144	79,053	89,856
Other general and administrative expenses	**155,601**	139,350	134,560	105,200	88,976
Total operating expenses	**791,827**	655,458	635,371	542,563	524,489
Operating income	**98,324**	63,316	59,329	58,989	49,132
Interest income	**11,243**	7,367	4,737	4,064	3,440
Interest expense	**(6,109)**	(9,122)	(5,944)	(1,276)	(72)
Other income	**—**	—	—	7,129	—
Income before income taxes	**103,458**	61,561	58,122	68,906	52,500
Income tax expense	**17,571**	19,961	19,707	26,213	18,460
Net income	**85,887**	41,600	38,415	42,693	34,040
Income attributable to preferred stock	**—**	(802)	(1,102)	(4,842)	(5,360)
Net income allocated to common stockholders	**$ 85,887**	$ 40,798	$ 37,313	$ 37,851	$ 28,680
Basic earnings per common share:					
Class A common stock	**$ 1.70**	$ 0.82	$ 0.73	$ 0.92	$ 0.78
Basic weighted-average common shares issued and outstanding:					
Class A common stock	**50,482**	49,535	51,332	40,907	35,875
Diluted earnings per common share:					
Class A common stock	**$ 1.61**	$ 0.80	$ 0.72	$ 0.90	$ 0.76
Diluted weighted-average common shares issued and outstanding:					
Class A common stock	**53,198**	50,797	51,875	41,770	37,156

For the periods presented above, as applicable, we grouped the components of Class B common stock basic earnings per common share, or EPS, and diluted EPS with Class A common stock, as if they were one class, to conform to the current period presentation.

	As of December 31,				
	2017	2016	2015	2014	2013
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and restricted cash(3)	**$ 1,010,095**	$ 744,761	$ 777,922	$ 728,805	$ 426,591
Investment securities, available-for-sale	**153,509**	208,426	181,539	120,431	198,744
Settlement assets(4)	**209,399**	137,083	69,165	148,694	37,004
Loans to bank customers	**18,570**	6,059	6,279	6,550	6,902
Total assets	**2,197,531**	1,740,344	1,691,448	1,614,288	875,474
Deposits	**1,022,180**	737,414	652,145	565,401	219,580
Obligations to customers(4)	**95,354**	46,043	61,300	98,052	65,449
Settlement obligations(4)	**6,956**	4,877	5,074	4,484	4,839
Long-term debt	**58,705**	79,720	100,686	121,651	—
Total liabilities	**1,432,981**	1,056,611	1,028,126	985,298	473,225
Total stockholders' equity	**764,550**	683,733	663,322	628,990	402,249

(1) Represents the recorded fair value of the shares for which our right to repurchase lapsed during the specified period pursuant to the terms of the agreement under which we issued 2,208,552 shares of our Class A common stock to Walmart. Our right to repurchase these shares fully lapsed in May 2015. See *Note 12- Employee Stock-Based Compensation-- Stock-Based Retailer Incentive Compensation* for more information.

(2) Includes stock-based compensation expense of $40.7 million, $28.3 million, $27.0 million, $20.3 million, and $14.7 million for the years ended December 31, 2017, 2016, 2015, 2014 and 2013, respectively.

(3) Includes $90.9 million, $12.1 million, $5.8 million, $4.2 million, and $3.0 million of restricted cash as of December 31, 2017, 2016, 2015, 2014, and 2013, respectively. Also includes $0.5 million and $0.1 million of federal funds sold as of December 31, 2014 and 2013, respectively. There were no federal funds sold as of December 31, 2017, 2016 and 2015.

(4) Our retail distributors collect customer funds for purchases of new cards and reloads at the point of sale and then remit these funds directly to bank accounts established for the benefit of these customers by the banks that issue our cards. During the third quarter of 2012, our retail distributors began remitting these funds to our subsidiary bank as we transitioned our card issuing program with Synovus Bank to our subsidiary bank. During the first quarter of 2014, we transitioned our card issuing program with GE Capital Bank to our subsidiary bank. Our retail distributors' remittance of these funds takes an average of two business days. Settlement assets represent the amounts due from our retail distributors for customer funds collected at the point of sale that have not yet been received by our subsidiary bank. Also included in this balance are payroll amounts funded in advance (up to two days early) to certain cardholders who are eligible to participate in our early direct deposit programs. Obligations to customers represent customer funds collected from or to be remitted by our retail distributors for which the underlying products have not been activated. Settlement obligations represent the customer funds received by our subsidiary bank that are due to third-party card issuing banks upon activation.

ITEM 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Annual Report on Form 10-K, including this Management’s Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934 (the “Exchange Act”). All statements other than statements of historical facts are statements that could be deemed to be forward-looking statements. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “endeavors,” “strives,” “may” and “assumes,” variations of such words and similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are subject to risks, uncertainties, and assumptions that are difficult to predict, including those identified below, under “Part I, Item 1A. Risk Factors,” and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

In this Annual Report, unless otherwise specified or the context otherwise requires, “Green Dot,” “we,” “us,” and “our” refer to Green Dot Corporation and its consolidated subsidiaries.

Overview

Green Dot Corporation is a pro-consumer bank holding company and financial technology innovator with a mission to reinvent personal banking for the masses. We employ a unique “products and platform” operating model whereby we use our banking and technology assets to design, build and distribute our branded financial services products directly to consumers through a large-scale omni-channel national distribution platform; while also allowing qualified third party partners to access those same banking and technology assets to design, build and distribute their own bespoke financial services directly to their consumers through their own distribution platforms. Through our six revenue divisions and our subsidiary bank, Green Dot Bank, we are a leading provider of prepaid cards, debit cards, checking accounts, secured credit cards, payroll debit cards, consumer cash processing services, wage disbursements and tax refund processing services. With approximately 100,000 major name U.S. retail stores selling our products, several leading direct-to-consumer websites, thousands of tax preparation offices, several apps available in the two leading app stores and distribution through several enterprise-scale “Banking as a Service,”or "BaaS," partnerships, we are one of the most broadly distributed banking franchises in the United States. We are headquartered in Pasadena, California, with additional facilities throughout the United States and in Shanghai, China.

As the regulated entity and issuing bank for substantially all products and services we provide, whether our own or on behalf of a BaaS platform partner, we are directly accountable for all aspects of each program’s integrity, inclusive of ensuring the program’s compliance with all applicable banking regulations, applicable state and federal law and our various internal governance policies and procedures related to all areas of risk and compliance, in addition to deploying enterprise-class risk management practices and procedures to ensure each program’s initial and ongoing safety and soundness.

2017 Six Step Plan

In February 2017, we announced our 2017 Six Step Plan (the "2017 Plan") outlining our strategy to grow revenue, reduce expenses and appropriately allocate capital, all with the objective of driving EPS growth. The following describes each of the six steps within the 2017 Plan.

Step 1: Deploy new acquisition and retention strategies to reduce the year-over-year sequential quarterly loss in active cards and return to active card growth in 2018.

Step 2: Secure additional shelf space for the new MoneyPak and launch at least one unique and compelling new MoneyPak use case to expand the total available market.

Step 3: Make investments in growing the successful new initiatives launched in 2016, while making modest investments in a new crop of high-potential initiatives that can drive future growth.

Step 4: Drive incremental platform savings across the enterprise and achieve savings from integrating the UniRush acquisition over the course of 2017.

Step 5: Continue to look for new acquisitions that are strategic, synergistic and accretive.

Step 6: Return capital to shareholders through share buy-backs.

We successfully completed and exceeded our expectations for each of the six steps by the end of 2017.

Financial Results and Trends

Our results of operations for the years ended December 31, 2017 and 2016 were as follows:

	Year Ended December 31,			
	2017	2016	Change	%
	(In thousands, except percentages)			
Total operating revenues	**890,151**	718,774	171,377	23.8%
Total operating expenses	**791,827**	655,458	136,369	20.8%
Net income	**85,887**	41,600	44,287	106.5%

Total operating revenues

Total operating revenues for the year ended December 31, 2017 increased 23.8% over the prior year. This is a result of double digit organic revenue growth for the year ended December 31, 2017 and our acquisition of UniRush, which closed on February 28, 2017. In our Account Services segment, organic revenue growth was driven in part by the continued trend of an improving mix in our active card portfolio toward higher revenue generating customers as compared to the prior year, improved unit economics on our new suite of prepaid card products, a higher proportion of cards that are loaded by direct deposit, and a return to year-over-year growth in the number of active cards in our organic portfolio during the second half of 2017. These factors contributed to an improvement in the quality of our active card portfolio, as evidenced by greater customer engagement through increased gross dollar volume and purchase volume on a year-over-year basis. In our Processing and Settlement Services segment, organic revenues also increased due to a) increased transactions and higher revenue per transaction in our Tax Processing revenue division, b) increased transactions and higher revenue per transaction in our Money Processing revenue division and c) substantially increased transaction volume from our Simply Paid product line.

Total operating expenses

Total operating expenses for the year ended December 31, 2017 increased 20.8% over the prior year. This is principally a result of the acquisition of UniRush and higher sales and marketing expenses attributable to the year-over-year increase in organic operating revenues generated from products that are subject to revenue share payments to our distributors. Additionally, processing expenses increased as a result of higher transactional usage per active card within our organic portfolio, as processing fees are generally charged on a per transaction basis.

During the year ended December 31, 2017, we incurred approximately $9.4 million of processing expenses related to the processor conversion challenges encountered in 2016 that resulted in incremental processing charges in excess of our normalized rate. We resolved this matter during the first half of 2017 and did not incur material incremental processing expenses in excess of our normalized rate after June 30, 2017. During the year ended December 31, 2017, we received approximately $6.5 million as a partial recovery of these costs, which has been recorded as an offset to processing expenses on our consolidated statement of operations.

During the year ended December 31, 2017, we recorded a $7.5 million reduction to our contingent consideration liability associated with an earn-out provision contained in the definitive merger agreement for the acquisition of our tax refund processing business. We recorded the change in fair value as a component of other general and administrative expenses on our consolidated statements of operations. The third and final performance period under the earn-out provision ended on June 30, 2017. The reduction represents our firm belief that our tax refund processing business did not achieve its earn-out performance target for the fiscal period ending June 30, 2017, and therefore the total potential payout of $26 million has not been accrued on our balance sheet as of December 31, 2017. The parties to the acquisition are attempting to resolve the final earn-out calculation according to the process provided for in the definitive merger agreement, and will likely require a neutral third party to make a final determination. To the extent there is an unfavorable resolution for the earn-out payment, we may be required to make a final earn-out payment of up to $26 million.

Income taxes

Income tax expense for the year ended December 31, 2017 decreased $2.4 million from the prior year as a result of a lower effective tax rate. The decline in our rate was primarily due to excess tax benefits as a result of our adoption of ASU 2016-09 and one-time favorable adjustments to our deferred taxes assets and liabilities, including $6.3 million due to the remeasurement of our deferred tax assets and liabilities associated with the Tax Cuts and Jobs Act (the "Tax Act").

On December 22, 2017, the Tax Act was signed into law and introduces significant changes to U.S. income tax law. Effective in 2018, the Tax Act reduces the US federal corporate tax rate from 35% to 21%, creates new taxes on certain foreign-sourced earnings and certain related-party payments, eliminates certain deductions and enhances and extends through 2026 the option to claim accelerated depreciation deductions on qualified property. Although we have not completed our analysis of the tax effects of the Tax Act, we expect our annual effective tax rate will be lower in 2018 as a result of the Tax Act. Our annual effective rate for 2018 is difficult to predict due to a number of factors, including excess tax benefits related to stock-based compensation, which will vary from quarter to quarter depending on fluctuations in our stock price in each period.

Refer to *Note 13 — Income Taxes* to the Consolidated Financial Statements included herein for additional information about our adoption of ASU 2016-09 and the impact of the Tax Act.

Key Metrics

We review a number of metrics to help us monitor the performance of, and identify trends affecting, our business. We believe the following measures are the primary indicators of our quarterly and annual revenues.

Number of Active Cards — represents the total number of GPR cards and checking accounts in our portfolio that had a purchase, reload or ATM withdrawal transaction during the previous 90-day period. We had 5.26 million, 4.13 million, and 4.50 million active cards outstanding as of December 31, 2017, 2016, and 2015, respectively. We review this metric as a measure of the overall size and scale of our GPR card portfolio and an indicator of customer engagement and usage of our products and services. The increase in the number of active cards of 27% was driven by our acquisition of UniRush, as well as a 4% year-over-year increase in the number of active cards in our organic portfolio. The fourth quarter of 2017 marks the second consecutive quarter in which we have achieved year-over-year growth in organic active cards since the discontinuation of the original MoneyPak PIN product in the first quarter of 2015.

Gross Dollar Volume — represents the total dollar volume of funds processed and settled by our consolidated enterprise, excluding tax refunds processed. Our gross dollar volume was $31.8 billion, $23.0 billion, and $22.0 billion for the years ended December 31, 2017, 2016, and 2015, respectively. We review this metric as a measure of the size and scale of our processing infrastructure and as an indicator of customer engagement and usage of our products and services. The increase in gross dollar volume of 39% during the year ended December 31, 2017 from the comparable prior year period was principally driven by our acquisition of UniRush and higher average gross dollar volume per organic actives during the periods.

Purchase Volume — represents the total dollar volume of purchase transactions made by customers using our GPR, checking account and gift card products. This metric excludes the dollar volume of ATM withdrawals. Our purchase volume was $21.6 billion, $16.3 billion, and $16.1 billion for the years ended December 31, 2017, 2016, and 2015, respectively. We use this metric to analyze interchange revenue, which is a key component of our financial performance. The increase in purchase volume of 32% during the year ended December 31, 2017, from the comparable prior year period was driven by an increase in gross dollar volume, as described above, our acquisition of UniRush and higher purchase volume per number of active cards as a result of the increasing quality of customers within our active card base.

Number of Cash Transfers — represents the total number of reload transactions that we conducted through our retail distributors in a specified period. We processed 38.60 million, 37.79 million, and 38.88 million reload transactions for the years ended December 31, 2017, 2016 and 2015, respectively. We review this metric as a measure of the size and scale of our retail cash reload network, as an indicator of customer engagement and usage of our products and services, and to analyze cash transfer revenue, which is a key component of our financial performance. Our cash transfers increased 2% during the year ended December 31, 2017 over the prior year primarily due to year-over-year growth in our updated MoneyPak PIN product we began selling in Q2 2016 and our swipe reload service which was driven by the increase in active cards, partially offset by an increase in direct deposit penetration in our active card portfolio as direct deposit customers, on average, perform fewer cash reloads.

Number of Tax Refunds Processed — represents the total number of tax refunds processed in a specified period. We processed 11.17 million, 10.52 million and 10.68 million tax refund transactions for the years ended December 31, 2017, 2016 and 2015, respectively. We review this metric as a measure of the size and scale of our tax refund processing platform and as an indicator of customer engagement and usage of our products and services.

Key components of our results of operations

Operating Revenues

We classify our operating revenues into the following three categories:

Card Revenues and Other Fees — Card revenues consist of monthly maintenance fees, ATM fees, new card fees and other revenues. We charge maintenance fees on GPR cards, checking accounts and certain cash transfer products, such as MoneyPak, pursuant to the terms and conditions in our customer agreements. We charge ATM fees to cardholders when they withdraw money at certain ATMs in accordance with the terms and conditions in our cardholder agreements. We charge new card fees, if applicable, when a consumer purchases a GPR card, gift card, or a checking account product. Other revenues consist primarily of revenue associated with our gift card program, annual fees associated with our secured credit card portfolio, transaction-based fees and fees associated with optional products or services, which we offer to cardholders from time to time.

Our aggregate monthly maintenance fee revenues vary primarily based upon the number of active cards in our portfolio and the average fee assessed per account. Our average monthly maintenance fee per active card depends upon the mix of products in our portfolio at any given point in time and upon the extent to which fees are waived based on various incentives provided to customers in an effort to encourage higher usage and retention. Our aggregate ATM fee revenues vary based upon the number of cardholder ATM transactions and the average fee per ATM transaction. The average fee per ATM transaction depends upon the mix of products in our portfolio at any given point in time and the extent to which cardholders use ATMs within our free network that carry no fee for cash withdrawal transactions. Our aggregate new card fee revenues vary based upon the number of GPR cards and checking accounts activated and the average new card fee. The average new card fee depends primarily upon the mix of products that we sell since there are variations in new account fees based on the product and/or the location or source where our products are purchased. Our aggregate other fees vary primarily based upon account sales of all types, gift card sales, purchase transactions and the number of active accounts in our portfolio.

Processing and Settlement Service Revenues — Processing and settlement service revenues consist of cash transfer revenues, tax refund processing service revenues and Simply Paid disbursement revenues. We earn cash transfer revenues when consumers fund their cards through a reload transaction at a Green Dot Network retail location. Our aggregate cash transfer revenues vary based upon the mix of locations where reload transactions occur, since reload fees vary by location. We earn tax refund processing service revenues when a customer of a third party tax preparation company chooses to pay their tax preparation fee through the use of our tax refund processing services. We earn Simply Paid disbursement fees from our business partners as payment disbursements are made.

Interchange Revenues — We earn interchange revenues from fees remitted by the merchant's bank, which are based on rates established by the payment networks, when customers make purchase transactions using our products. Our aggregate interchange revenues vary based primarily on the number of active cards in our portfolio, the average transactional volume of the active cards in our portfolio and on the mix of cardholder purchases between those using signature identification technologies and those using personal identification numbers and the corresponding rates.

Operating Expenses

We classify our operating expenses into the following four categories:

Sales and Marketing Expenses — Sales and marketing expenses consist primarily of the commissions we pay to our retail distributors, brokers and platform partners, advertising and marketing expenses, and the costs of manufacturing and distributing card packages, placards and promotional materials to our retail distributors and personalized GPR and GoBank cards to consumers who have activated their cards. We generally establish commission percentages in long-term distribution agreements with our retail distributors and platform partners. Aggregate commissions with our retail distributors are determined by the number of prepaid cards, checking account products and cash transfers sold at their respective retail stores. Commissions with our platform partners and, in certain cases, our retail distributors are determined by the revenue generated from the ongoing use of the associated card programs. We incur advertising and marketing expenses for television, sponsorships, online and in-store promotions. Advertising and marketing expenses are recognized as incurred and typically deliver a benefit over an extended period of time. For this reason, these expenses do not always track changes in our operating revenues. Our manufacturing and distribution costs vary primarily based on the number of GPR and GoBank accounts activated by consumers.

Compensation and Benefits Expenses — Compensation and benefits expenses represent the compensation and benefits that we provide to our employees and the payments we make to third-party contractors. While we have an in-house customer service function, we employ third-party contractors to conduct call center operations, handle routine customer service inquiries and provide consulting support in the area of IT operations and elsewhere. Compensation and benefits expenses associated with our customer service and loss management functions generally vary in line with the size of our active card portfolio, while the expenses associated with other functions do not.

Processing Expenses — Processing expenses consist primarily of the fees charged to us by the payment networks, which process transactions for us, the third-party card processors that maintains the records of our customers' accounts and processes transaction authorizations and postings for us and the third-party banks that issue our accounts. These costs generally vary based on the total number of active accounts in our portfolio and gross dollar volume transacted by those accounts. Also included in processing expenses are bank fees associated with our tax refund processing services and gateway and network fees associated with our Simply Paid disbursement services. Bank fees generally vary based on the total number of tax refund transfers processed and gateway and network fees vary based on the numbers of disbursements made.

Other General and Administrative Expenses — Other general and administrative expenses consist primarily of professional service fees, telephone and communication costs, depreciation and amortization of our property and equipment and intangible assets, changes in contingent consideration, transaction losses (losses from customer disputed transactions, unrecovered customer purchase transaction overdrafts and fraud), rent and utilities, and insurance. We incur telephone and communication costs primarily from customers contacting us through our toll-free telephone numbers. These costs vary with the total number of active cards in our portfolio, as do losses from customer disputed transactions, unrecovered customer purchase transaction overdrafts and fraud. Costs associated with professional services, depreciation and amortization of our property and equipment, amortization of our acquired intangible assets, rent and utilities vary based upon our investment in infrastructure, business development, risk management and internal controls and are generally not correlated with our operating revenues or other transaction metrics.

Income Tax Expense

Our income tax expense consists of the federal and state corporate income taxes accrued on income resulting from the sale of our products and services.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with GAAP. The preparation of our consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience, current circumstances and various other assumptions that our management believes to be reasonable under the circumstances. In many instances, we could reasonably use different accounting estimates, and in some instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates.

Revenue Recognition

We recognize revenue when the price is fixed or determinable, persuasive evidence of an arrangement exists, the product is sold or the service is performed, and collectibility of the resulting receivable is reasonably assured.

We defer and recognize new card fee revenues on a straight-line basis over the period commensurate with our service obligation to our customers. We consider the service obligation period to be the average card lifetime. We determine the average card lifetime for each pool of homogeneous products (e.g., products that exhibit the same characteristics such as nature of service and terms and conditions) based on company-specific historical data. Currently, we determine the average card lifetime separately for our GPR cards and gift cards. For our GPR cards, we measure the card lifetime as the period of time, inclusive of reload activity, between sale (or activation) of a card and the date of the last positive balance on that card. We analyze GPR cards activated between six and thirty months prior to each balance sheet date. We use this historical look-back period as a basis for determining our average card lifetime because it provides sufficient time for meaningful behavioral trends to develop. Currently, our GPR cards have an average card lifetime of five months. The usage of gift cards is limited to the initial funds loaded to the card. Therefore, we measure these gift cards’ lifetime as the redemption period over which cardholders initiate the substantial majority of their transactions. Currently, gift cards have an average lifetime of six months. We reassess average card lifetime quarterly. Average card lifetimes may vary in the future as cardholder behavior changes relative to historical experience because customers are influenced by changes in the pricing of our services, the availability of substitute products, and other factors.

We also defer and expense commissions paid to retail distributors related to new card sales ratably over the average card lifetime, which is currently five months for our GPR cards and six months for gift cards.

We report our different types of revenues on a gross or net basis based on our assessment of whether we act as a principal or an agent in the transaction. To the extent we act as a principal in the transaction, we report revenues on a gross basis. In concluding whether or not we act as a principal or an agent, we evaluate whether we have the substantial risks and rewards under the terms of the revenue-generating arrangements, whether we are the party responsible for fulfillment of the services purchased by the cardholders, and other factors. For most of our significant revenue-generating arrangements, including GPR and gift cards, we recognize revenues on a gross basis. As it relates to our tax refund processing services, we act as an agent in these transactions and record revenues on a net basis.

Generally, customers have limited rights to a refund of the new card fee or a cash transfer fee. We have elected to recognize revenues prior to the expiration of the refund period, but reduce revenues by the amount of expected refunds, which we estimate based on actual historical refunds.

On occasion, we enter into incentive agreements with our retail distributors with the goal of increasing unit sales of our products to consumers. Additionally, we offer various cash-back programs to consumers on select debit and prepaid card programs with the goal of encouraging longer retention and high utilization of those products. We record these incentives, including the issuance of equity instruments, as a reduction of revenues and recognize them over the period the related revenues are recognized or as services are rendered, as applicable.

Stock-Based Compensation

We record employee stock-based compensation expense based on the grant-date fair value. For stock options and stock purchases under our employee stock purchase plan, we base compensation expense on fair values estimated at the grant date using the Black-Scholes option-pricing model. For stock awards, including restricted stock units, we base compensation expense on the fair value of our Class A common stock at the grant date. We recognize compensation expense for awards with only service conditions that have graded vesting schedules on a straight-line basis over the vesting period of the award. Vesting is based upon continued service to our company.

For performance based awards, we recognize compensation cost for the restricted stock units if and when we conclude it is probable that the performance will be satisfied, over the requisite service period based on the grant-date fair value of the stock. We reassess the probability of vesting at each reporting period and adjust compensation expense based on the probability assessment. For market based restricted stock units, we base compensation expense on the fair value estimated at the date of grant using a Monte Carlo simulation or similar lattice model. We recognize compensation expense over the requisite service period regardless of the market condition being satisfied, provided that the requisite service has been provided, since the estimated grant date fair value already incorporates the probability of outcomes that the market condition will be achieved.

We measure the fair value of equity instruments issued to non-employees as of the earlier of the date a performance commitment has been reached by the counterparty or the date performance is completed by the counterparty. We determine the fair value using the Black-Scholes option-pricing model or the fair value of our Class A common stock, as applicable, and recognize related expense in the same periods that the goods or services are received.

Reserve for Uncollectible Overdrawn Accounts

Our cardholder accounts may become overdrawn as a result of maintenance fee assessments or from purchase transactions that we honor, in each case in excess of the funds in the cardholder’s account. While we decline authorization attempts for amounts that exceed the available balance in a cardholder’s account, the application of card association rules, the timing of the settlement of transactions and the assessment of the card’s monthly maintenance fee, among other things, can result in overdrawn accounts. Overdrawn account balances are deemed to be our receivables due from cardholders, and we include them as a component of accounts receivable, net, on our consolidated balance sheets. We generally recover overdrawn account balances from those cardholders that perform a reload transaction. In addition, we recover some overdrawn account balances related to purchase transaction through enforcement of payment network rules, which allow us to recover the amounts from the merchant where the purchase transaction was conducted. However, we are exposed to losses from any unrecovered overdrawn account balances. The probability of recovering these amounts is primarily related to the number of days that have elapsed since an account had activity, such as a purchase, ATM transaction or fee assessment. Generally, we recover 50-60% of overdrawn account balances in accounts that have had activity in the last 30 days, less than 15% in accounts that have had activity in the last 30 to 60 days, and less than 10% when more than 60 days have elapsed.

We establish a reserve for uncollectible overdrawn accounts. We classify overdrawn accounts into age groups based on the number of days since the account last had activity. We then calculate a reserve factor for each age group based on the average recovery rate for the most recent six months. These factors are applied to these age groups to estimate our overall reserve. We rely on these historical rates because they have remained relatively consistent for several years. When more than 90 days have passed without any activity in an account, we consider recovery to be remote and charge off the full amount of the overdrawn account balance against the reserve for uncollectible overdrawn accounts. Our actual recovery rates and related estimates thereof may change in the future in response to factors such as customer behavior, product pricing and features that impact the frequency and velocity of reloads and other deposits to such accounts.

We include our provision for uncollectible overdrawn accounts related to maintenance fees and purchase transactions as an offset to card revenues and other fees and in other general and administrative expenses, respectively, in our consolidated statements of operations.

Goodwill and Intangible Assets

We review the recoverability of goodwill at least annually or whenever significant events or changes occur, which might impair the recovery of recorded costs. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill may not be recoverable, include a decline in our stock price and market capitalization, declines in the market conditions of our products, reductions in our future cash flow estimates, and significant adverse industry or economic market trends, amongst others. We test for impairment of goodwill by assessing various qualitative factors with respect to developments in our business and the overall economy and calculating the fair value of a reporting unit using the discounted cash flow method, as necessary. In the event that the carrying value of assets is determined to be unrecoverable, we would estimate the fair value of the reporting unit and record an impairment charge for the excess of the carrying value over the fair value. The estimate of fair value requires management to make a number of assumptions and projections, which could include, but would not be limited to, future revenues, earnings and the probability of certain outcomes.

Intangible and other long lived-assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Certain factors which may occur and indicate that an impairment exists include, but are not limited to the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of use of the underlying assets; and significant adverse industry or market economic trends. In reviewing for impairment, we compare the carrying value of such assets to the estimated undiscounted future net cash flows expected from the use of the assets and their eventual disposition. In the event that the carrying value of assets is determined to be unrecoverable, we would estimate the fair value of the assets and record an impairment charge for the excess of the carrying value over the fair value. The estimate of fair value requires management to make a number of assumptions and projections, which could include, but would not be limited to, future revenues, earnings and the probability of certain outcomes. We completed our annual goodwill impairment test as of September 30, 2017. Based on the results of step one of the annual goodwill impairment test, we determined that step two was not required for each of our reporting units as their fair values exceeded their carrying values indicating there was no impairment. No impairment charges were recognized related to goodwill or intangible assets for the years ended December 31, 2017, 2016, and 2015.

Comparison of Consolidated Results for the Years Ended December 31, 2017 and 2016

Operating Revenues

The following table presents a breakdown of our operating revenues among card revenues and other fees, processing and settlement service revenues and interchange revenues:

	Year Ended December 31,			
	2017		2016	
	Amount	% of Total Operating Revenues	Amount	% of Total Operating Revenues
	(In thousands, except percentages)			
Operating revenues:				
Card revenues and other fees	**$ 414,775**	**46.6%**	$ 337,821	47.0%
Processing and settlement service revenues	**217,454**	**24.4**	184,342	25.6
Interchange revenues	**257,922**	**29.0**	196,611	27.4
Total operating revenues	**$ 890,151**	**100.0%**	$ 718,774	100.0%

Card Revenues and Other Fees — Card revenues and other fees totaled $414.8 million for the year ended December 31, 2017, an increase of $77.0 million, or 23%, from the comparable prior year period. We believe this increase in revenue reflects the increasing quality of customers within our active card base and improved unit economics on our suite of prepaid card products, which increased monthly maintenance fees and ATM fees earned within our Account Services segment, as well as our acquisition of UniRush on February 28, 2017.

Processing and Settlement Service Revenues — Processing and settlement service revenues totaled $217.5 million for the year ended December 31, 2017, an increase of $33.2 million, or 18%, from the comparable prior year period. The increase was driven primarily by a higher volume and revenues earned per cash transfer and tax refund processed, as well as a year-over-year increase in disbursement revenues associated with our Simply Paid Uber program.

Interchange Revenues — Interchange revenues totaled $257.9 million for the year ended December 31, 2017, an increase of $61.3 million or 31%, from the comparable prior year period. The increase was primarily due to year-over-year growth in purchase volume, driven by our acquisition of UniRush and higher purchase volume per number of active cards as a result of the increasing quality of customers within our active card base.

Operating Expenses

The following table presents a breakdown of our operating expenses among sales and marketing, compensation and benefits, processing, and other general and administrative expenses:

	Year Ended December 31,			
	2017		2016	
	Amount	% of Total Operating Revenues	Amount	% of Total Operating Revenues
	(In thousands, except percentages)			
Operating expenses:				
Sales and marketing expenses	**$ 280,561**	**31.5%**	$ 249,096	34.7%
Compensation and benefits expenses	**194,654**	**21.9**	159,456	22.2
Processing expenses	**161,011**	**18.1**	107,556	15.0
Other general and administrative expenses	**155,601**	**17.5**	139,350	19.3
Total operating expenses	**$ 791,827**	**89.0%**	$ 655,458	91.2%

Sales and Marketing Expenses — Sales and marketing expenses totaled $280.6 million for the year ended December 31, 2017, an increase of $31.5 million, or 13% compared to the year ended December 31, 2016. This increase was the result of an increase of $26.1 million in sales commissions principally associated with higher organic revenues year-over-year generated from products that are subject to revenue-sharing agreements and an increase of $13.2 million in marketing expenses primarily driven by the acquisition of UniRush, partially offset by a decrease of $7.9 million in cost of materials. The decline in costs of materials relates to our 2016 roll out of our new suite of Green Dot branded prepaid and gift card products at our retailer distributors resulting in incremental costs of manufacturing and distributing card packages; there were no such roll out expenses in 2017.

Compensation and Benefits Expenses — Compensation and benefits expenses totaled $194.7 million for the year ended December 31, 2017, an increase of $35.2 million or 22%, compared to the year ended December 31, 2016. The increase was primarily the result of higher salaries and wages and third-party contractor expenses of $16.2 million and $3.7 million, respectively, driven by our acquisition of UniRush, and a $12.4 million increase in stock-based compensation expense.

Processing Expenses — Processing expenses totaled $161.0 million for the year ended December 31, 2017, an increase of $53.4 million, or 50%, compared to the year ended December 31, 2016. This increase was principally the result of our acquisition of UniRush, a higher volume of purchase and ATM transactions initiated by our cardholders and a higher volume of disbursement services, partially offset by a $6.5 million repayment of incremental processing expenses incurred during the first half of 2017 associated with our need to continue to support customer accounts on our legacy third-party card processor as discussed above.

Other General and Administrative Expenses — Other general and administrative expenses totaled $155.6 million for the year ended December 31, 2017, an increase of $16.2 million, or 12%, from the comparable prior year period, primarily due to increases of $8.3 million of professional fees, $8.1 million in amortization of acquired intangible assets driven by the acquisition of UniRush, $5.8 million in transaction losses correlated with the increase in purchase volume, a $3.5 million expense in connection with the settlement of a lawsuit, $2.3 million of telecommunication expenses and $1.2 million of impairment charges related to internal-use software. These increases were partially offset by a year-over-year increase of $7.2 million in gains associated with the change in fair value of contingent consideration, principally related to acquisition of our tax refund processing business, and a decrease of $6.0 million in depreciation and amortization of property and equipment.

Income Tax Expense

The following table presents a breakdown of our effective tax rate among federal, state and other:

	Year Ended December 31,	
	2017	**2016**
U.S. federal statutory tax rate	**35.0 %**	35.0 %
State income taxes, net of federal tax benefit	**(2.3)**	0.4
General business credits	**(2.8)**	(3.4)
Employee stock-based compensation	**(12.4)**	0.3
Tax Cuts and Jobs Act remeasurement	**(5.0)**	—
Other	**4.5**	0.1
Effective tax rate	**17.0 %**	32.4 %

Our income tax expense decreased by $2.4 million to $17.6 million in the year ended December 31, 2017 from the prior year due to a decrease in our effective tax rate from 32.4% to 17.0%. This decrease is primarily due to the impact of our adoption of ASU 2016-09, the remeasurement of our deferred tax assets and liabilities associated with the Tax Act, and the release of reserves for uncertain tax positions upon the completion of tax examinations and the expiration of the statute of limitations with certain taxing jurisdictions. Under ASU 2016-09, all excess tax benefits and tax deficiencies related to stock compensation are now recognized as income tax benefit or expense, respectively, in the income state instead of additional paid-in capital on the consolidated balance sheets. Refer to *Note 13 — Income Taxes* to the Consolidated Financial Statements included herein for additional information about our adoption of ASU 2016-09 and the impact of the Tax Act.

The "Other" category in our effective tax rate consists of a variety of permanent differences, none of which were individually significant.

Results of Operations by Segment

Information with respect to the results of operations for each of our reportable segments may be found under *Note 23 — Segment Information* to the Consolidated Financial Statements included herein, which information is incorporated herein by reference.

Comparison of Consolidated Results for the Years Ended December 31, 2016 and 2015

Operating Revenues

The following table presents a breakdown of our operating revenues among card revenues and other fees, processing and settlement service revenues and interchange revenues, as well as contra-revenue items:

	Year Ended December 31,			
	2016		2015	
	Amount	% of Total Operating Revenues	Amount	% of Total Operating Revenues
	(In thousands, except percentages)			
Operating revenues:				
Card revenues and other fees	**$ 337,821**	**47.0%**	$ 318,083	45.8 %
Processing and settlement service revenues	**184,342**	**25.6**	182,614	26.3
Interchange revenues	**196,611**	**27.4**	196,523	28.3
Stock-based retailer incentive compensation	**—**	**—**	(2,520)	(0.4)
Total operating revenues	**$ 718,774**	**100.0%**	$ 694,700	100.0 %

Card Revenues and Other Fees — Card revenues and other fees totaled $337.8 million for the year ended December 31, 2016, an increase of $19.7 million, or 6%, compared to the year ended December 31, 2015. The increase was driven by a shift in the mix of our active card portfolio toward higher revenue generating customers as compared to 2015 and improved unit economics on our new suite of prepaid card products, which increased monthly maintenance fees and ATM fees earned, partially offset by lower new card fees for the comparable periods. These factors have contributed to the year-over-year growth in revenue per active card, which we define as operating revenues for our Account Services segment divided by the number of active cards in each case for or as of the applicable period end, despite a 8% decline in the number of active cards from the year ended December 31, 2015 to the year ended December 31, 2016.

Processing and Settlement Service Revenues — Processing and settlement service revenues totaled $184.3 million for the year ended December 31, 2016, an increase of $1.7 million, or 1%, compared to the year ended December 31, 2015. The number of cash transfers sold and tax refund transfers processed each decreased year-over-year. In each case, the decline in transactions was partially offset by higher revenue per transaction. The number of cash transfers sold decreased year-over-year due to the suspension of our MoneyPak PIN product, which was discontinued in the first quarter of 2015 and reintroduced in a different format in April 2016.

Interchange Revenues — Interchange revenues totaled $196.6 million for the year ended December 31, 2016, an increase of $0.1 million compared to the year ended December 31, 2015. Despite year-over-year growth of 2% in purchase volume, we earned a lower effective interchange rate on purchase volume due to a mix shift of purchase volume routed by certain merchants to lower revenue generating payment networks than in the prior year.

Stock-based Retailer Incentive Compensation — As a result of our repurchase right lapsing in May 2015, we had no stock-based retailer incentive compensation for the year ended December 31, 2016, a decrease of $2.5 million compared to the year ended December 31, 2015.

In May 2010, we issued to Walmart 2,208,552 shares of our Class A common stock, subject to our right to repurchase them at $0.01 per share upon a qualifying termination of our prepaid card program agreement with Walmart. Prior to May 2015, we recognized each month the fair value of the 36,810 shares issued to Walmart as to which our right to repurchase lapsed using the then-current fair market value of our Class A common stock. We recorded the fair value recognized as stock-based retailer incentive compensation, a contra-revenue component of our total operating revenues. Beginning in May 2015, we no longer record stock-based retailer compensation as a result of our repurchase right lapsing completely.

Operating Expenses

The following table presents a breakdown of our operating expenses among sales and marketing, compensation and benefits, processing, and other general and administrative expenses:

	Year Ended December 31,			
	2016		2015	
	Amount	% of Total Operating Revenues	Amount	% of Total Operating Revenues
	(In thousands, except percentages)			
Operating expenses:				
Sales and marketing expenses	**$ 249,096**	**34.7%**	$ 230,441	33.2%
Compensation and benefits expenses	**159,456**	**22.2**	168,226	24.2
Processing expenses	**107,556**	**15.0**	102,144	14.7
Other general and administrative expenses	**139,350**	**19.3**	134,560	19.4
Total operating expenses	**$ 655,458**	**91.2%**	$ 635,371	91.5%

Sales and Marketing Expenses — Sales and marketing expenses totaled $249.1 million for the year ended December 31, 2016, an increase of $18.7 million, or 8% compared to the year ended December 31, 2015. The increase was primarily the result of $11.4 million of incremental costs of manufacturing and distributing card packages as a result of the continued introduction of our new suite of prepaid card products with improved unit economics at our retail distributors. Sales and marketing expenses also increased due to an increase in sales commission expenses due in part to the impact of the increased sales commission rate we pay Walmart under the new agreement executed in May 2015 being applied to sales for the entire year ended December 31, 2016 compared to eight months of the year ended December 31, 2015.

Compensation and Benefits Expenses — Compensation and benefits expenses totaled $159.5 million for the year ended December 31, 2016, a decrease of $8.7 million or 5%, compared to the year ended December 31, 2015. Salaries and wages decreased by approximately $5.4 million and third party contractor expenses decreased by approximately $3.8 million, partially offset by an increase of $1.3 million in stock-based compensation expense.

Processing Expenses — Processing expenses totaled $107.6 million for the year ended December 31, 2016, an increase of $5.5 million, or 5%, compared to the year ended December 31, 2015. This increase was due to our growth in period-over-period purchase volume of 2%, higher fees charged to us by our payment networks for ATM and purchase transactions and lower bonus incentives received from our payment networks compared to the prior year. As discussed under "Financial Results and Trends," we incurred additional processing expenses during the second half of the year ended December 31, 2016 due to delays in the planned migration schedule to our new third party processor.

Other General and Administrative Expenses — Other general and administrative expenses totaled $139.4 million for the year ended December 31, 2016, an increase of $4.8 million, or 4%, compared to the year ended December 31, 2015. Other general and administrative expenses increased primarily due to year-over-year increases in cardholder transaction losses of $3.6 million, and a year-over-year decrease of $5.7 million in gains associated with the change in fair value of contingent consideration. These increases were offset by an absence in impairment charges during the year ended December 31, 2016, as we recorded $5.7 million associated with the write down of certain internal-use software during the year ended December 31, 2015.

Income Tax Expense

The following table presents a breakdown of our effective tax rate among federal, state and other:

	Year Ended December 31,	
	2016	2015
U.S. federal statutory tax rate	35.0 %	35.0 %
State income taxes, net of federal tax benefit	0.4	0.4
General business credits	(3.4)	(0.9)
Employee stock-based compensation	0.3	0.8
Transaction costs	—	(2.1)
Other	0.1	0.7
Effective tax rate	32.4 %	33.9 %

Our income tax expense increased by $0.3 million to $20.0 million in the year ended December 31, 2016 compared to the year ended December 31, 2015 due to an increase in income before income taxes. The decrease in our effective tax rate for the year ended December 31, 2016 as compared to the year ended December 31, 2015 from 33.9% to 32.4% is primarily attributable to the reversal of previously accrued tax positions on uncertain tax positions that were no longer necessary due to the expiration of statute of limitations and settlement with certain taxing jurisdictions.

Results of Operations by Segment

Information with respect to the results of operations for each of our reportable segments may be found under *Note 23 — Segment Information* to the Consolidated Financial Statements included herein, which information is incorporated herein by reference.

Capital Requirements for Bank Holding Companies

Our subsidiary bank, Green Dot Bank, is a member bank of the Federal Reserve System and our primary regulators are the Federal Reserve Board and the Utah Department of Financial Institutions. We are subject to various regulatory capital requirements administered by the banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines, we must meet specific capital guidelines that involve quantitative measures of the assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

In July 2013, the Federal Reserve and other U.S. banking regulators approved final rules regarding new risk-based capital, leverage and liquidity standards, known as "Basel III." The Basel III rules, which became effective for us and our bank on January 1, 2015, are subject to certain phase-in periods that occur over several years. The U.S. Basel III rules contain new capital standards that change the composition of capital, increase minimum capital ratios and strengthen counter-party credit risk capital requirements. The Basel III rules also include a new definition of common equity Tier 1 capital and require that certain levels of such common equity Tier 1 capital be maintained. The rules also include a new capital conservation buffer, which impose a common equity requirement above the new minimum that can be depleted under stress, and could result in restrictions on capital distributions and discretionary bonuses under certain circumstances, as well as a new standardized approach for calculating risk-weighted assets. Under the Basel III rules, we must maintain a ratio of common equity Tier 1 capital to risk-weighted assets of at least 4.5%, a ratio of Tier 1 capital to risk-weighted assets of at least 6%, a ratio of total capital to risk-weighted assets of at least 8% and a minimum Tier 1 leverage ratio of 4.0%.

As of December 31, 2017 and 2016, we were categorized as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," we must maintain specific total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table below. There were no conditions or events since December 31, 2017 which management believes would have changed our category as "well capitalized."

The definitions associated with the amounts and ratios below are as follows:

Ratio	Definition
Tier 1 leverage ratio	Tier 1 capital divided by average total assets
Common equity Tier 1 capital ratio	Common equity Tier 1 capital divided by risk-weighted assets
Tier 1 capital ratio	Tier 1 capital divided by risk-weighted assets
Total risk-based capital ratio	Total capital divided by risk-weighted assets

Terms	Definition
Tier 1 capital and Common equity Tier 1 capital	Primarily includes common stock, retained earnings and accumulated OCI, net of deductions and adjustments primarily related to goodwill, deferred tax assets and intangibles. Under the regulatory capital rules, certain deductions and adjustments to these capital figures are phased in through January 1, 2018.
Total capital	Tier 1 capital plus supplemental capital items such as the allowance for loan losses, subject to certain limits
Average total assets	Average total consolidated assets during the period less deductions and adjustments primarily related to goodwill, deferred tax assets and intangibles assets
Risk-weighted assets	Represents the amount of assets or exposure multiplied by the standardized risk weight (%) associated with that type of asset or exposure. The standardized risk weights are prescribed in the bank capital rules and reflect regulatory judgment regarding the riskiness of a type of asset or exposure

The actual amounts and ratios, and required "well capitalized" minimum capital amounts and ratios at December 31, 2017 and 2016, were as follows:

	December 31, 2017			
	Amount	Ratio	Regulatory Minimum	"Well-capitalized" Minimum
	(In thousands, except ratios)			
Green Dot Corporation:				
Tier 1 leverage	**$ 236,885**	**15.6%**	**4.0%**	**n/a**
Common equity Tier 1 capital	**$ 236,885**	**45.3%**	**4.5%**	**n/a**
Tier 1 capital	**$ 236,885**	**45.3%**	**6.0%**	**6.0%**
Total risk-based capital	**$ 240,509**	**46.0%**	**8.0%**	**10.0%**
Green Dot Bank:				
Tier 1 leverage	**$ 95,461**	**10.2%**	**4.0%**	**5.0%**
Common equity Tier 1 capital	**$ 95,461**	**37.5%**	**4.5%**	**6.5%**
Tier 1 capital	**$ 95,461**	**37.5%**	**6.0%**	**8.0%**
Total risk-based capital	**$ 95,752**	**37.6%**	**8.0%**	**10.0%**

	December 31, 2016			
	Amount	Ratio	Regulatory Minimum	"Well-capitalized" Minimum
	(In thousands, except ratios)			
Green Dot Corporation:				
Tier 1 leverage	$ 332,101	24.3%	4.0%	n/a
Common equity Tier 1 capital	$ 332,101	61.0%	4.5%	n/a
Tier 1 capital	$ 332,101	61.0%	6.0%	6.0%
Total risk-based capital	$ 333,288	61.2%	8.0%	10.0%
Green Dot Bank:				
Tier 1 leverage	$ 139,491	17.0%	4.0%	5.0%
Common equity Tier 1 capital	$ 139,491	54.8%	4.5%	6.5%
Tier 1 capital	$ 139,491	54.8%	6.0%	8.0%
Total risk-based capital	$ 139,768	54.9%	8.0%	10.0%

The year-over-year decline in the capital ratios of Green Dot Corporation was primarily driven by the acquisition of UniRush in February 2017 as goodwill and intangible assets acquired reduce common equity Tier 1 capital, Tier 1 capital and total capital. Additionally, our regulatory capital decreased as a result of our $50 million ASR completed in 2017.

Liquidity and Capital Resources

The following table summarizes our major sources and uses of cash for the periods presented:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Total cash provided by (used in)			
Operating activities	**$ 218,310**	$ 114,515	$ 156,942
Investing activities	**(223,930)**	(78,291)	(175,718)
Financing activities	**192,187**	(75,677)	66,267
Increase (decrease) in unrestricted cash and cash equivalents	**$ 186,567**	$ (39,453)	$ 47,491

During the years ended December 31, 2017, 2016 and 2015 we financed our operations primarily through our cash flows provided by operating activities. Additionally, during the years ended December 31, 2017, 2016 and 2015, we financed certain investing activities through our borrowings under our Senior Credit Facility. At December 31, 2017, our primary source of liquidity was unrestricted cash and cash equivalents totaling $919.2 million. We also consider our $153.5 million of investment securities available-for-sale to be highly-liquid instruments.

We use trend and variance analysis as well as our detailed budgets and forecasts to project future cash needs, making adjustments to the projections when needed. We believe that our current unrestricted cash and cash equivalents, cash flows from operations and borrowing capacity under our senior credit facility will be sufficient to meet our working capital, capital expenditure, debt service requirements and any other capital needs for at least the next 12 months.

Cash Flows from Operating Activities

Our $218.3 million of net cash provided by operating activities in the year ended December 31, 2017 principally resulted from $85.9 million of net income, adjusted for certain non-cash operating expenses of $102.8 million and an increase in our net changes in working capital assets and liabilities of $29.6 million, driven principally by the timing of payments of our accounts payable and accrued liabilities. Our $114.5 million of net cash provided by operating activities in the year ended December 31, 2016 principally resulted from $41.6 million of net income, adjusted for certain non-cash operating expenses of $92.6 million, offset by a decrease in our net changes in our operating assets and liabilities of $19.7 million, driven primarily by a decrease in our accounts payable and accrued liabilities and an increase in tax payments made during the year. Our $156.9 million of net cash provided by operating activities in the year ended December 31, 2015 principally resulted from $38.4 million of net income, adjusted for certain non-cash operating expenses of $91.2 million, and an increase in our net changes in our operating assets and liabilities of $27.3 million, driven primarily by an increase in our accounts payable and accrued liabilities, and income taxes receivable.

Cash Flows from Investing Activities

Our $223.9 million of net cash used in investing activities in the year ended December 31, 2017 primarily reflects payment for our acquisition of UniRush, LLC of $141.5 million, net of cash acquired, and an increase of $78.8 million in our restricted cash balances associated with the timing of funds required at year end to collateralize a prefunding obligation with a business partner and payments for acquisition of property and equipment of $44.1 million, offset by proceeds from sales and maturities of available-for-sale investment securities, net of purchases, of $53.0 million. Our $78.3 million of net cash used in investing activities in the year ended December 31, 2016 primarily reflects payments for acquisition of property and equipment of $43.3 million, and purchases of available-for-sale investment securities, net of proceeds from sales and maturities, of $28.9 million. Our $175.7 million of net cash used in investing activities in the year ended December 31, 2015 reflects payments for business acquisitions of $65.2 million, net of cash acquired, payments for acquisition of property and equipment of $47.8 million, and purchases of available-for-sale investment securities, net of proceeds from sales and maturities of $62.7 million.

Cash Flows from Financing Activities

Our $192.2 million of net cash provided by financing activities for the year ended December 31, 2017 was primarily the result of a $284.8 million net increase in deposits associated with our card programs and $24.2 million from stock option exercise and employee stock purchase plan proceeds, offset by $52.0 million used for our stock repurchase program, $22.5 million in repayments of our note payable, $18.1 million in taxes paid from net settled equity awards, and a $20.9 million decrease in obligations to our customers. Our $75.7 million of net cash used in financing activities in the year ended December 31, 2016 was primarily the result of an $83.4 million decrease in obligations to customers, $59.0 million used for our stock repurchase program, $22.5 million in repayments of our note payable, and $8.2 million in taxes paid from net settled equity awards, offset by increases of $85.3 million in deposits to customers associated with our GPR card program and $14.9 million from stock option exercise and employee stock purchase plan proceeds. Our $66.3 million of net cash provided by financing activities in the year ended December 31, 2015 was primarily the result of increases of $86.7 million of deposits to customers associated with our GPR card program and $45.4 million in obligations to customers, offset by $22.5 million in repayments of our note payable and $41.0 million used for our stock repurchase program.

Commitments

We anticipate that we will continue to purchase property and equipment as necessary in the normal course of our business. The amount and timing of these purchases and the related cash outflows in future periods is difficult to predict and is dependent on a number of factors including the hiring of employees, the rate of change of computer hardware and software used in our business and our business outlook. During 2018, we intend to continue to invest in new products and programs, new features for our existing products and IT infrastructure to scale and operate effectively to meet our strategic objectives. We expect these capital expenditures will exceed the amount of our capital expenditures in 2017 as we reinvest a portion of the incremental cash flow we expect to generate as a result of the Tax Act and the expected lower effective tax rate.

We have used cash to acquire businesses and technologies and we anticipate that we may continue to do so in the future. The nature of these transactions makes it difficult to predict the amount and timing of such cash requirements. We may also be required to raise additional financing to complete future acquisitions. As discussed above in *Note 3—Business Acquisitions* to the Consolidated Financial Statements included herein, on February 28, 2017, we completed our acquisition of all the membership interests of UniRush for $142.2 million plus a minimum $4 million annual earn-out payment for five years following the closing. The earn-out payments will be made each year, with the minimum payment potentially becoming greater if certain revenue growth targets for the RushCard GPR card program are met in a given year, although any potential increase is not expected to be material to the overall purchase price.

Additionally, we may make periodic cash contributions to our subsidiary bank, Green Dot Bank, to maintain its capital, leverage and other financial commitments at levels we have agreed to with our regulators.

Senior Credit Facility

In October 2014, we entered into a $225 million credit agreement with Bank of America, N.A., as administrative agent, Wells Fargo Bank, National Association, and other lenders party thereto. The agreement provides for (i) a $75 million five-year revolving facility (the “Revolving Facility”) and (ii) a five-year $150 million term loan facility (the “Term Facility” and, together with the Revolving Facility, the “Senior Credit Facility”). At our election, loans made under the credit agreement bear interest at (1) a LIBOR rate or (2) a base rate as defined in the agreement, plus an applicable margin (4.32% as of December 31, 2017). The balance outstanding on the Term Facility was $79.6 million at December 31, 2017, net of deferred financing fees. Quarterly principal payments of $5.6 million are payable on the loans under the Term Facility. The loans made under the Term Facility mature and all amounts then outstanding thereunder are payable on October 23, 2019. There were no borrowings on the Revolving Facility at December 31, 2017. We are also subject to certain financial covenants, which include maintaining a minimum fixed charge coverage ratio and a maximum consolidated leverage ratio at the end of each fiscal quarter, as defined in the agreement, as amended. At December 31, 2017, we were in compliance with all such covenants.

Share Repurchase Program

In June 2015, we announced that our Board of Directors had authorized a stock repurchase program for the repurchase of up to $150 million of common stock. As of December 31, 2017, we have completed our commitment to repurchase shares under this repurchase program authorization.

During the year ended December 31, 2015, we entered into an accelerated share repurchase agreement ("ASR") with a financial institution to repurchase shares of our common stock as part of our repurchase program. Under the ASR agreement, we purchased $40 million of our Class A common stock at an average price of $17.08 per share, resulting in approximately 2.4 million shares. We also entered into a $10 million agreement to repurchase shares under a Rule10b5-1 plan during the year ended December 31, 2015. Under this agreement, we received approximately 0.6 million shares at an average price of $16.15.

During the year ended December 31, 2016, we entered into an ASR agreement with a financial institution for the purchase of an additional $50 million of our Class A common stock. Under this ASR agreement, we repurchased approximately 2.2 million shares at an average price of $22.54 per share.

During the year ended December 31, 2017, we entered into an ASR agreement with a financial institution for the remaining $50 million of our Class A common stock authorized for repurchase. Under this ASR agreement, we repurchased approximately 1.3 million shares at an average price of $38.64.

In May 2017, our Board of Directors authorized, subject to regulatory approval, expansion of our stock repurchase program by an additional $150 million. In light of the number of new enterprise-level programs now planned to launch in early 2018 that may require additional capital to support our internal and regulatory capital and liquidity requirements, management and our Board of Directors do not intend to seek regulatory approval until such time we believe capital levels are ample to support a repurchase program, which we believe would be, at the earliest, in the latter part of 2018.

Contractual Obligations

Our contractual commitments will have an impact on our future liquidity. The following table summarizes our contractual obligations, including both on and off-balance sheet transactions that represent material expected or contractually committed future obligations, at December 31, 2017. We believe that we will be able to fund these obligations through cash generated from operations and from our existing cash balances.

	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	(In thousands)				
Long-term debt obligations	$ 82,500	$ 22,500	$ 60,000	$ —	$ —
Operating lease obligations	32,233	7,483	13,413	11,337	—
Purchase obligations(1)	42,396	26,260	16,123	13	—
Total	$ 157,129	$ 56,243	$ 89,536	$ 11,350	$ —

(1) Primarily future minimum payments under agreements with vendors and our retail distributors. See *Note 19 – Commitments and Contingencies* of the Notes to our Consolidated Financial Statements.

In addition to the above contractual obligations, our definitive agreement to acquire all of the equity interests of UniRush provides for a minimum $4 million annual earn-out payment for five years following the closing.

Off-Balance Sheet Arrangements

During the years ended December 31, 2017, 2016, and 2015 we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Statistical Disclosure by Bank Holding Companies

As discussed in Part I, Item 1. Business, we became a bank holding company in December 2011. This section presents information required by the SEC's Industry Guide 3, "*Statistical Disclosure by Bank Holding Companies*." The tables in this section include Green Dot Bank information only.

Distribution of Assets, Liabilities and Stockholders' Equity

The following table presents average balance data and interest income and expense data for our banking operations, as well as the related interest yields and rates for the years ended December 31, 2017 and 2016 and average balance data for the period ended December 31, 2015:

	Year ended December 31,						Period ended December 31,
	2017			2016			2015
	Average balance	Interest income/ interest expense	Yield/ rate	Average balance	Interest income/ interest expense	Yield/ rate	Average balance
	(In thousands, except percentages)						
Assets							
Interest-bearing assets							
Loans (1)	$ 11,835	$ 1,420	12.0%	$ 6,806	$ 872	12.8%	$ 7,014
Taxable investment securities	153,276	2,464	1.6	152,941	2,135	1.4	108,122
Non-taxable investment securities	296	2	0.7	677	12	1.8	903
Federal reserve stock	3,512	212	6.0	3,953	238	6.0	3,855
Fee advances	689	291	42.2	—	—	—	—
Federal funds sold	—	—	—	—	—	—	468
Cash	590,203	6,522	1.1	585,701	3,160	0.5	676,400
Total interest-bearing assets	759,811	10,911	1.4%	750,078	6,417	0.9%	796,762
Non-interest bearing assets	147,530			127,809			66,828
Total assets	$ 907,341			$ 877,887			$ 863,590
Liabilities							
Interest-bearing liabilities							
Checking accounts	$ 21,645	$ 19	0.1%	$ 1,107	$ 1	0.1%	$ 1,025
Savings deposits	9,983	23	0.2	11,926	15	0.1	8,181
Time deposits, denominations greater than or equal to $100	4,946	37	0.7	6,217	52	0.8	5,576
Time deposits, denominations less than $100	1,489	9	0.6	1,834	13	0.7	1,874
Total interest-bearing liabilities	38,063	88	0.2%	21,084	81	0.4%	16,656
Non-interest bearing liabilities	760,922			696,747			696,176
Total liabilities	798,985			717,831			712,832
Total stockholders' equity	108,356			160,056			150,758
Total liabilities and stockholders' equity	$ 907,341			$ 877,887			$ 863,590
Net interest income/yield on earning assets		$ 10,823	1.2%		$ 6,336	0.5%	

(1) Non-performing loans and leases are included in the respective average loan and lease balances. Income, if any, on such loans and leases is recognized on a cash basis.

The following table presents the rate/volume variance in interest income and expense for the year ended December 31, 2017:

	December 31, 2017		
	Total Change in Interest Income/ Expense	Change Due to Rate (1)	Change Due to Volume (1)
	(In thousands)		
Loans	$ 548	$ (55)	$ 603
Taxable investment securities	329	324	5
Non-taxable investment securities	(10)	(8)	(2)
Federal reserve stock	(26)	—	(26)
Fee advances	291	—	291
Federal funds sold	—	—	—
Cash	3,362	3,312	50
	$ 4,494	$ 3,573	$ 921
Checking accounts	$ 18	$ —	$ 18
Savings deposits	8	12	(4)
Time deposits, denominations greater than or equal to $100	(15)	(5)	(10)
Time deposits, denominations less than $100	(4)	(2)	(2)
	$ 7	$ 5	$ 2

(1) The change in interest income and expense not solely due to changes in volume or rate has been allocated on a pro-rata basis to the volume and rate columns.

Investment Portfolio

The following table presents the amortized cost and fair value of Green Dot Bank's investment portfolio at December 31, 2017, 2016 and 2015:

	December 31, 2017		December 31, 2016		December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)					
Corporate bonds	**$ 1,000**	**$ 999**	$ 15,952	$ 15,958	$ 30,186	$ 30,147
Agency mortgage-backed securities	**121,036**	**120,034**	117,990	117,490	100,206	99,781
Municipal bonds	**742**	**739**	1,460	1,430	854	865
Asset-backed securities	**20,952**	**20,861**	26,614	26,458	—	—
Total fixed-income securities	**$ 143,730**	**$ 142,633**	$ 162,016	$ 161,336	$ 131,246	$ 130,793

The following table shows the scheduled maturities, by amortized cost, and average yields for Green Dot Bank's investment portfolio at December 31, 2017:

	Due in one year or less	Due after one year through five years	Due after five years through ten years	Due after ten years	Total
	(In thousands, except percentages)				
Corporate bonds	$ 1,000	$ —	$ —	$ —	$ 1,000
Agency mortgage-backed securities	—	—	28,627	92,409	121,036
Municipal bonds	14	—	—	728	742
Asset-backed securities	—	20,952	—	—	20,952
Total fixed-income securities	$ 1,014	$ 20,952	$ 28,627	$ 93,137	$ 143,730
Weighted-average yield	1.55%	1.85%	1.55%	1.76%	1.73%

Deposits

The following table shows Green Dot Bank's average deposits and the annualized average rate paid on those deposits for the years ended December 31, 2017, 2016, and 2015:

	December 31, 2017		December 31, 2016		December 31, 2015	
	Average Balance	Weighted-Average Rate	Average Balance	Weighted-Average Rate	Average Balance	Weighted-Average Rate
	(In thousands, except percentages)					
Interest-bearing deposit accounts						
Checking accounts	**$ 21,645**	**0.1%**	$ 1,107	0.1%	$ 1,025	0.1%
Savings deposits	**9,983**	**0.2**	11,926	0.1	8,181	0.1
Time deposits, denominations greater than or equal to $100	**4,946**	**0.7**	6,217	0.8	5,576	0.9
Time deposits, denominations less than $100	**1,489**	**0.6**	1,834	0.7	1,874	1.0
Total interest-bearing deposit accounts	**38,063**	**0.2%**	21,084	0.4%	16,656	0.5%
Non-interest bearing deposit accounts	**527,202**		509,777		589,601	
Total deposits	**$ 565,265**		$ 530,861		$ 606,257	

The following table shows the scheduled maturities for Green Dot Bank's time deposits portfolio greater than $100,000 at December 31, 2017:

	December 31, 2017
	(In thousands)
Less than 3 months	$ 374
3 through 6 months	658
6 through 12 months	604
Greater than 12 months	3,116
	$ 4,752

Key Financial Ratios

The following table shows certain of Green Dot Bank's key financial ratios for the years ended December 31, 2017, 2016, and 2015:

	December 31, 2017	December 31, 2016	December 31, 2015
Net return on assets	**1.7%**	1.3%	1.2%
Net return on equity	**14.0**	7.2	6.9
Equity to assets ratio	**11.9**	18.2	17.5

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the potential for economic losses from changes in market factors such as foreign currency exchange rates, credit, interest rates and equity prices. We believe that we have limited exposure to risks associated with changes in foreign currency exchange rates, interest rates and equity prices. We have no significant foreign operations. We do not hold or enter into derivatives or other financial instruments for trading or speculative purposes.

Interest rates

We do not consider our cash and cash equivalents or our investment securities to be subject to significant interest rate risk due to their short duration.

As of December 31, 2017, we had a $79.6 million term loan outstanding under our $225.0 million credit agreement. Refer to *Note 10 — Note Payable* to the Consolidated Financial Statements included herein for additional information. Our term loan and revolving credit facility are, and are expected to be, at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income would decrease. Although any short-term borrowings under our revolving credit facility would likely be insensitive to interest rate changes, interest expense on short-term borrowings will increase and decrease with changes in the underlying short-term interest rates. Assuming our credit agreement is drawn up to its maximum borrowing capacity of $225.0 million, based on the applicable LIBOR and margin in effect as of December 31, 2017, each quarter point of change in interest rates would result in a $0.6

million change in our annual interest expense. We actively monitor our interest rate exposure and our objective is to reduce, where we deem appropriate to do so, fluctuations in earnings and cash flows associated with changes in interest rates. In order to accomplish this objective, we may enter into derivative financial instruments, such as forward contracts and interest rate hedge contracts only to the extent necessary to manage our exposure. We do not hold or enter into derivatives or other financial instruments for trading or speculative purposes.

Credit and liquidity risk

We do have exposure to credit and liquidity risk associated with the financial institutions that hold our cash and cash equivalents, restricted cash, available-for-sale investment securities, settlement assets due from our Simply Paid distribution partners and retail distributors that collect funds and fees from our customers, and amounts due from our issuing banks for fees collected on our behalf.

We manage the credit and liquidity risk associated with our cash and cash equivalents, available-for-sale investment securities and amounts due from issuing banks by maintaining an investment policy that restricts our correspondent banking relationships to approved, well capitalized institutions and restricts investments to highly liquid, low credit risk assets. Our policy has limits related to liquidity ratios, the concentration that we may have with a single institution or issuer and effective maturity dates as well as restrictions on the type of assets that we may invest in. The management Asset Liability Committee is responsible for monitoring compliance with our Capital Asset Liability Management policy and related limits on an ongoing basis, and reports regularly to the audit committee of our board of directors.

Our exposure to credit risk associated with our retail distributors and Simply Paid distribution partners is mitigated due to the short time period, currently an average of two days that retailer settlement assets are outstanding. We perform an initial credit review and assign a credit limit to each new retail distributor and Simply Paid distribution partner. We monitor each retail distributor’s and Simply Paid distribution partner's settlement asset exposure and its compliance with its specified contractual settlement terms on a daily basis and assess their credit limit and financial condition on a periodic basis. Our management's Enterprise Risk Management Committee is responsible for monitoring our retail distributor and Simply Paid distribution partner exposure and assigning credit limits and reports regularly to the audit committee of our board of directors.

ITEM 8. Financial Statements and Supplementary Data

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All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Green Dot Corporation

Opinion on Internal Control over Financial Reporting

We have audited Green Dot Corporation’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control- Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). In our opinion, Green Dot Corporation (the "Company") maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the 2017 consolidated financial statements of the Company and our report dated February 27, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying report of management on internal control over financial reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Los Angeles, California
February 27, 2018

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Green Dot Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Green Dot Corporation (the "Company") as of December 31, 2017 and 2016, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 27, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2005.

Los Angeles, California
February 27, 2018

GREEN DOT CORPORATION
CONSOLIDATED BALANCE SHEETS

Assets	December 31, 2017	December 31, 2016
	(In thousands, except par value)	
Current assets:		
Unrestricted cash and cash equivalents	**$ 919,243**	$ 732,676
Restricted cash	**90,852**	12,085
Investment securities available-for-sale, at fair value	**11,889**	46,686
Settlement assets	**209,399**	137,083
Accounts receivable, net	**35,277**	40,150
Prepaid expenses and other assets	**47,086**	32,186
Income tax receivable	**7,459**	12,570
Total current assets	**1,321,205**	1,013,436
Investment securities available-for-sale, at fair value	**141,620**	161,740
Loans to bank customers, net of allowance for loan losses of $291 and $277 as of December 31, 2017 and 2016, respectively	**18,570**	6,059
Prepaid expenses and other assets	**8,179**	4,142
Property and equipment, net	**97,282**	82,621
Deferred expenses	**21,791**	16,647
Net deferred tax assets	**6,507**	4,648
Goodwill and intangible assets	**582,377**	451,051
Total assets	**$ 2,197,531**	$ 1,740,344
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	**$ 34,863**	$ 22,856
Deposits	**1,022,180**	737,414
Obligations to customers	**95,354**	46,043
Settlement obligations	**6,956**	4,877
Amounts due to card issuing banks for overdrawn accounts	**1,371**	1,211
Other accrued liabilities	**123,397**	102,426
Deferred revenue	**30,875**	25,005
Note payable	**20,906**	20,966
Income tax payable	**74**	—
Total current liabilities	**1,335,976**	960,798
Other accrued liabilities	**30,520**	12,330
Note payable	**58,705**	79,720
Net deferred tax liabilities	**7,780**	3,763
Total liabilities	**1,432,981**	1,056,611
Commitments and contingencies (Note 19)		
Stockholders' equity:		
Class A common stock, $0.001 par value; 100,000 shares authorized as of December 31, 2017 and 2016; 51,136 and 50,513 shares issued and outstanding as of December 31, 2017 and 2016, respectively	**51**	51
Additional paid-in capital	**354,789**	358,155
Retained earnings	**410,440**	325,708
Accumulated other comprehensive loss	**(730)**	(181)
Total stockholders' equity	**764,550**	683,733
Total liabilities and stockholders' equity	**$ 2,197,531**	$ 1,740,344

See notes to consolidated financial statements

GREEN DOT CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2017	2016	2015
	(In thousands, except per share data)		
Operating revenues:			
Card revenues and other fees	$ 414,775	$ 337,821	$ 318,083
Processing and settlement service revenues	217,454	184,342	182,614
Interchange revenues	257,922	196,611	196,523
Stock-based retailer incentive compensation	—	—	(2,520)
Total operating revenues	890,151	718,774	694,700
Operating expenses:			
Sales and marketing expenses	280,561	249,096	230,441
Compensation and benefits expenses	194,654	159,456	168,226
Processing expenses	161,011	107,556	102,144
Other general and administrative expenses	155,601	139,350	134,560
Total operating expenses	791,827	655,458	635,371
Operating income	98,324	63,316	59,329
Interest income	11,243	7,367	4,737
Interest expense	(6,109)	(9,122)	(5,944)
Income before income taxes	103,458	61,561	58,122
Income tax expense	17,571	19,961	19,707
Net income	85,887	41,600	38,415
Income attributable to preferred stock	—	(802)	(1,102)
Net income available to common stockholders	$ 85,887	$ 40,798	$ 37,313
Basic earnings per common share:	$ 1.70	$ 0.82	$ 0.73
Diluted earnings per common share:	$ 1.61	$ 0.80	$ 0.72
Basic weighted-average common shares issued and outstanding:	50,482	49,535	51,332
Diluted weighted-average common shares issued and outstanding:	53,198	50,797	51,875

See notes to consolidated financial statements

GREEN DOT CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended December 31,		
	2017	**2016**	**2015**
		(In thousands)	
Net income	**$ 85,887**	$ 41,600	$ 38,415
Other comprehensive (loss) income			
Unrealized holding (losses) gains, net of tax	**(549)**	34	(163)
Comprehensive income	**$ 85,338**	$ 41,634	$ 38,252

See notes to consolidated financial statements

GREEN DOT CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Convertible Preferred Stock		Class A Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
					(In thousands)			
Balance at December 31, 2014	**2**	**$ 2**	**51,146**	**$ 51**	**$ 383,296**	**$ 245,693**	**$ (52)**	**$ 628,990**
Common stock issued under stock plans, net of withholdings and related tax effects	—	—	798	1	(2,059)	—	—	(2,058)
Stock-based compensation	—	—	—	—	27,011	—	—	27,011
Stock-based retailer incentive compensation	—	—	—	—	2,520	—	—	2,520
Shares issued in business combination	—	—	514	1	10,258	—	—	10,259
Repurchases of Class A common stock	—	—	(1,956)	(2)	(41,650)	—	—	(41,652)
Net income	—	—	—	—	—	38,415	—	38,415
Other comprehensive loss	—	—	—	—	—	—	(163)	(163)
Balance at December 31, 2015	**2**	**$ 2**	**50,502**	**$ 51**	**$ 379,376**	**$ 284,108**	**$ (215)**	**$ 663,322**
Common stock issued under stock plans, net of withholdings and related tax effects	—	—	1,716	1	8,803	—	—	8,804
Stock-based compensation	—	—	—	—	28,321	—	—	28,321
Conversion of preferred stock	(2)	(2)	1,519	2	—	—	—	—
Repurchases of Class A common stock	—	—	(3,224)	(3)	(58,345)	—	—	(58,348)
Net income	—	—	—	—	—	41,600	—	41,600
Other comprehensive income	—	—	—	—	—	—	34	34
Balance at December 31, 2016	**—**	**$ —**	**50,513**	**$ 51**	**$ 358,155**	**$ 325,708**	**$ (181)**	**$ 683,733**
Common stock issued under stock plans, net of withholdings and related tax effects	**—**	**—**	**1,949**	**1**	**6,083**	**—**	**—**	**6,084**
Stock-based compensation	**—**	**—**	**—**	**—**	**40,734**	**—**	**—**	**40,734**
Repurchases of Class A common stock	**—**	**—**	**(1,326)**	**(1)**	**(51,968)**	**—**	**—**	**(51,969)**
Net income	**—**	**—**	**—**	**—**	**—**	**85,887**	**—**	**85,887**
Other comprehensive loss	**—**	**—**	**—**	**—**	**—**	**—**	**(549)**	**(549)**
Cumulative effect of accounting change and tax reform	**—**	**—**	**—**	**—**	**1,785**	**(1,155)**	**—**	**630**
Balance at December 31, 2017	**—**	**$ —**	**51,136**	**$ 51**	**$ 354,789**	**$ 410,440**	**$ (730)**	**$ 764,550**

See notes to consolidated financial statements

GREEN DOT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Operating activities			
Net income	**$ 85,887**	$ 41,600	$ 38,415
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment	**33,470**	39,460	38,509
Amortization of intangible assets	**31,110**	23,021	23,205
Provision for uncollectible overdrawn accounts	**77,145**	74,841	63,294
Employee stock-based compensation	**40,734**	28,321	27,011
Stock-based retailer incentive compensation	**—**	—	2,520
Amortization of premium on available-for-sale investment securities	**1,510**	1,357	1,167
Change in fair value of contingent consideration	**(9,672)**	(2,500)	(8,200)
Amortization of deferred financing costs	**1,589**	1,534	1,535
Impairment of capitalized software	**1,326**	142	5,881
Deferred income tax expense (benefit)	**2,780**	1,270	(406)
Changes in operating assets and liabilities:			
Accounts receivable, net	**(68,368)**	(74,851)	(54,450)
Prepaid expenses and other assets	**(16,841)**	1,131	(5,766)
Deferred expenses	**(2,098)**	(2,138)	2,817
Accounts payable and other accrued liabilities	**27,982**	(19,156)	13,179
Deferred revenue	**4,689**	2,004	(1,617)
Income tax receivable/payable	**5,067**	(3,662)	10,217
Other, net	**2,000**	2,141	(369)
Net cash provided by operating activities	**218,310**	114,515	156,942
Investing activities			
Purchases of available-for-sale investment securities	**(58,665)**	(135,920)	(195,132)
Proceeds from maturities of available-for-sale securities	**71,338**	105,544	84,435
Proceeds from sales of available-for-sale securities	**40,310**	1,430	47,953
Increase in restricted cash	**(78,762)**	(6,292)	(199)
Payments for acquisition of property and equipment	**(44,142)**	(43,273)	(47,837)
Net (increase) decrease in loans	**(12,511)**	220	271
Acquisition, net of cash acquired	**(141,498)**	—	(65,209)
Net cash used in investing activities	**(223,930)**	(78,291)	(175,718)
Financing activities			
Borrowings from notes payable	**20,000**	—	—
Repayments of borrowings from notes payable	**(42,500)**	(22,500)	(22,500)
Borrowings on revolving line of credit	**335,000**	145,000	30,001
Repayments on revolving line of credit	**(335,000)**	(145,000)	(30,001)
Proceeds from exercise of options	**24,161**	14,917	3,832
Taxes paid related to net share settlement of equity awards	**(18,077)**	(8,223)	(5,124)
Net increase in deposits	**284,766**	85,269	86,744
Net (decrease) increase in obligations to customers	**(20,926)**	(83,372)	45,372
Contingent consideration payments	**(3,104)**	(2,755)	(1,071)
Repurchase of Class A common stock	**(51,969)**	(59,013)	(40,986)
Deferred financing costs	**(164)**	—	—
Net cash provided by (used in) financing activities	**192,187**	(75,677)	66,267
Net increase (decrease) in unrestricted cash and cash equivalents	**186,567**	(39,453)	47,491
Unrestricted cash and cash equivalents, beginning of year	**732,676**	772,129	724,638
Unrestricted cash and cash equivalents, end of year	**$ 919,243**	$ 732,676	$ 772,129
Cash paid for interest	**$ 4,520**	$ 7,586	$ 4,410
Cash paid for income taxes	**$ 9,603**	$ 22,316	$ 9,892

See notes to consolidated financial statements

Note 1—Organization

Green Dot Corporation (“we,” “our,” or “us” refer to Green Dot Corporation and its consolidated subsidiaries) is a pro-consumer bank holding company and financial technology innovator with a mission to reinvent personal banking for the masses. We employ a unique “products and platform” operating model whereby we use our banking and technology assets to design, build and distribute our branded financial services products directly to consumers through a large-scale omni-channel national distribution platform, while also allowing qualified third party partners to access those same banking and technology assets to design, build and distribute their own bespoke financial services directly to their consumers through their own distribution platforms. Through our six revenue divisions and our subsidiary bank, Green Dot Bank, we are a leading provider of prepaid cards, debit cards, checking accounts, secured credit cards, payroll debit cards, consumer cash processing services, wage disbursements and tax refund processing services. With approximately 100,000 major name U.S. retail stores selling our products, several leading direct-to-consumer websites, thousands of tax preparation offices, several apps available in the two leading app stores and distribution through several enterprise-scale “Banking as a Service,” or "BaaS," partnerships, we are one of the most broadly distributed banking franchises in the United States. We are headquartered in Pasadena, California, with additional facilities throughout the United States and in Shanghai, China.

As the regulated entity and issuing bank for substantially all products and services we provide, whether our own or on behalf of a BaaS platform partner, we are directly accountable for all aspects of each program’s integrity, inclusive of ensuring the program’s compliance with all applicable banking regulations, applicable state and federal law and our various internal governance policies and procedures related to all areas of risk and compliance, in addition to deploying enterprise-class risk management practices and procedures to ensure each program’s initial and ongoing safety and soundness.

Our products and services:

We offer consumers a broad collection of financial products and services managed through several diverse business lines which are then made available to consumers through a widely-available “branchless" distribution network in the United States. Many of the products and services we internally create and distribute are marketed under the Green Dot brand name, which we believe is both a well-known and highly trusted brand name for millions of consumers. Our branchless network consists of:

- distribution arrangements with approximately 100,000 mostly major chain retail locations, which we refer to as “retail distributors” and thousands of neighborhood Financial Service Center locations;
- several differently branded, Green Dot-owned and operated direct-to-consumer online and direct mail customer acquisition platforms;
- corporate distribution partnerships with businesses that provide payroll cards to their employees to receive wage disbursements;
- more than 25,000 small and large tax preparation companies and individual tax preparers, which are sometimes referred to as electronic return originators, or “EROs”, who are able to offer our products and services to their customers through the use of various tax preparation industry software packages with which our products are integrated;
- apps compatible with the iOS and Android operating systems downloaded through the corresponding app store; and
- platform partners’ distribution channels that those partners use to acquire customers for their bespoke products and services that are powered by our BaaS Platform.

Our products and services include several deposit account programs, such as network-branded reloadable prepaid debit cards marketed under several leading consumer brand names, which we collectively refer to as "GPR cards," consumer checking accounts, small business checking accounts, network-branded gift cards (known as open-loop), secured credit cards and other financial services.

We also offer several products and services that specialize in facilitating the movement cash on behalf of consumers and businesses. These products and services include: our proprietary swipe reload system for crediting cash onto an enabled payment card by swiping the payment card at the point of sale at any Green Dot Network participating retailer; MoneyPak, a product that allows a consumer to add funds to accounts we issue or accounts issued by affiliated United States chartered and regulated third party banks; and e-cash remittance services, a service that allows a consumer

Note 1—Organization (continued)

to transfer money to a smartphone for fulfillment at a Green Dot participating retailer. We refer to these services collectively as our cash transfer products. We also provide disbursement services through our Simply Paid platform that enables a payment solution for companies to pay their workforce and customers in the time and manner they desire and provide tax refund transfers that provide the processing technology to facilitate receipt of a taxpayers' refund proceeds.

Our BaaS Platform:

Through our BaaS Platform, we currently power the following types of products and services on behalf of several of America's largest retail, consumer, technology and financial services companies:

- Mobile banking;
- Loan disbursement accounts;
- Spend-based Mobile P2P services,
- Money transfer services;
- GPR cards;
- Network branded "open loop" gift cards;
- Instant payment and wage disbursements;
- Small business checking accounts and debit cards; and
- Consumer checking accounts.

Note 2—Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

Our consolidated financial statements include the results of Green Dot Corporation and our wholly-owned subsidiaries. We prepared the accompanying consolidated financial statements in accordance with generally accepted accounting principles in the United States of America, or GAAP. We eliminate all significant intercompany balances and transactions in consolidation. We include the results of operations of acquired companies from the date of acquisition.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements, including the accompanying notes. We base our estimates and assumptions on historical factors, current circumstances, and the experience and judgment of management. We evaluate our estimates and assumptions on an ongoing basis. Actual results could differ from those estimates.

Unrestricted Cash and Cash Equivalents

We consider all unrestricted highly liquid investments with an original maturity of three months or less to be unrestricted cash and cash equivalents.

Investment Securities

Our investment portfolio is primarily comprised of fixed income securities. We classify these securities as available-for-sale and report them at fair value with the related unrealized gains and losses, net of tax, included in accumulated other comprehensive income, a component of stockholders' equity. We classify investment securities with maturities less than or equal to 365 days as current assets.

We regularly evaluate each fixed income security where the value has declined below amortized cost to assess whether the decline in fair value is other-than-temporary. In determining whether an impairment is other-than-temporary, we consider the severity and duration of the decline in fair value, the length of time expected for recovery, the financial condition of the issuer, and other qualitative factors, as well as whether we either plan to sell the security or it is more likely-than-not that we will be required to sell the security before recovery of its amortized cost. If the impairment of the investment security is credit-related, an other-than-temporary impairment is recorded in earnings. We recognize non-credit-related impairment in accumulated other comprehensive income. If we intend to sell an investment security

Note 2—Summary of Significant Accounting Policies (continued)

or believe we will more-likely-than-not be required to sell a security, we record the full amount of the impairment as an other-than-temporary impairment.

Interest on fixed income securities, including amortization of premiums and accretion of discounts, is included in interest income.

Obligations to Customers and Settlement Assets and Obligations

At the point of sale, our retail distributors collect customer funds for purchases of new cards and balance reloads and then remit these funds directly to the banks that issue our cards. Our retail distributors’ remittance of these funds takes an average of two business days.

Settlement assets represent the amounts due from our retail distributors for customer funds collected at the point of sale that have not yet been received by our subsidiary bank. Also included in this balance are payroll amounts funded in advance (up to two days early) to certain cardholders who are eligible to participate in our early direct deposit programs. Obligations to customers represent customer funds collected from (or to be remitted by) our retail distributors for which the underlying products have not been activated. Once the underlying products have been activated, the customer funds are reclassified as deposits in a bank account established for the benefit of the customer. Settlement obligations represent the customer funds received by our subsidiary bank that are due to third-party card issuing banks upon activation.

Accounts Receivable, net

Accounts receivable is comprised principally of receivables due from card issuing banks, overdrawn account balances due from cardholders, trade accounts receivable, fee advances and other receivables. We record accounts receivable net of reserves for estimated uncollectible accounts. Receivables due from card issuing banks primarily represent revenue-related funds held at the third-party card issuing banks related to our gift card program that have yet to be remitted to us. These receivables are generally collected within a short period of time based on the remittance terms in our agreements with the third-party card issuing banks. Fee advances represent short-term advances to in-person tax return preparation companies made prior to and during tax season. These advances are collateralized by their clients' tax preparation fees and are generally collected within a short period of time as the in-person tax preparation companies begin preparing and processing their clients' tax refunds.

Overdrawn Account Balances Due from Cardholders and Reserve for Uncollectible Overdrawn Accounts

Our cardholder accounts may become overdrawn as a result of maintenance fee assessments or from purchase transactions that we honor, in excess of the funds in a cardholder’s account. We are exposed to losses from any unrecovered overdrawn account balances. We establish a reserve for uncollectible overdrawn accounts. We classify overdrawn accounts into age groups based on the number of days that have elapsed since an account last had activity, such as a purchase, ATM transaction or maintenance fee assessment. We calculate a reserve factor for each age group based on the average recovery rate for the most recent six months. These factors are applied to these age groups to estimate our overall reserve. When more than 90 days have passed without activity in an account, we write off the full amount of the overdrawn account balance. We include our provision for uncollectible overdrawn accounts related to maintenance fees and purchase transactions as an offset to card revenues and other fees and in other general and administrative expenses, respectively, in the accompanying consolidated statements of operations.

Restricted Cash

At December 31, 2017 and 2016, restricted cash amounted to $90.9 million and $12.1 million, respectively. Restricted cash as of December 31, 2017 and 2016, primarily consists of funds required to collateralize a pre-funding obligation with a counter-party.

Loans to Bank Customers

We report loans measured at historical cost at their outstanding principal balances, net of any charge-offs, and for purchased loans, net of any unaccreted discounts. We recognize interest income as it is earned.

Note 2—Summary of Significant Accounting Policies (continued)

Nonperforming Loans

Nonperforming loans generally include loans that have been placed on nonaccrual status. We generally place loans on nonaccrual status when they are past due 90 days or more. We reverse the related accrued interest receivable and apply interest collections on nonaccrual loans as principal reductions; otherwise, we credit such collections to interest income when received. These loans may be restored to accrual status when all principal and interest is current and full repayment of the remaining contractual principal and interest is expected.

We consider a loan to be impaired when it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Once we determine a loan to be impaired, we measure the impairment based on the present value of the expected future cash flows discounted at the loan's effective interest rate. We may also measure impairment based on observable market prices, or for loans that are solely dependent on the collateral for repayment, the estimated fair value of the collateral less estimated costs to sell. If the recorded investment in impaired loans exceeds this amount, we establish a specific allowance as a component of the allowance for loan losses or by adjusting an existing valuation allowance for the impaired loan.

Allowance for Loan Losses

We establish an allowance for loan losses to account for estimated credit losses inherent in our loan portfolio. For the portfolio of loans, our estimate of inherent losses is separately calculated on an aggregate basis for groups of loans that are considered to have similar credit characteristics and risk of loss. We analyze historical loss rates for these groups and then adjust the rates for qualitative factors which in our judgment affect the expected inherent losses. Qualitative considerations include, but are not limited to, prevailing economic or market conditions, changes in the loan grading and underwriting process, changes in the estimated value of the underlying collateral for collateral dependent loans, delinquency and nonaccrual status, problem loan trends, and geographic concentrations. We separately establish specific allowances for impaired loans based on the present value of changes in cash flows expected to be collected, or for impaired loans that are considered collateral dependent, the estimated fair value of the collateral.

Property and Equipment

We carry our property and equipment at cost less accumulated depreciation and amortization. We generally compute depreciation on property and equipment using the straight-line method over the estimated useful lives of the assets, except for land, which is not depreciated. We generally compute amortization on tenant improvements using the straight-line method over the shorter of the related lease term or estimated useful lives of the improvements. We expense expenditures for maintenance and repairs as incurred.

We capitalize certain internal and external costs incurred to develop internal-use software during the application development stage. We also capitalize the cost of specified upgrades and enhancements to internal-use software that result in additional functionality. Once a development project is substantially complete and the software is ready for its intended use, we begin depreciating these costs on a straight-line basis over the internal-use software's estimated useful life.

The estimated useful lives of the respective classes of assets are as follows:

Land	N/A
Building	30 years
Computer equipment, furniture and office equipment	3-10 years
Computer software purchased	3 years
Capitalized internal-use software	2-7 years
Tenant improvements	Shorter of the useful life or the lease term

Note 2—Summary of Significant Accounting Policies (continued)

Impairment of Long Lived Assets

We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If the sum of expected undiscounted future cash flows from an asset is less than the carrying amount of the asset, we estimate the fair value of the assets. We measure the loss as the amount by which the carrying amount exceeds its fair value calculated using the present value of estimated net future cash flows. We recorded impairment charges of $1.3 million, $0.1 million and $5.9 million for the years ended December 31, 2017, 2016 and 2015, respectively, associated with capitalized internal-use software we determined to no longer be utilized and any remaining carrying value was written off. These impairment charges are included in other general and administrative expenses in our consolidated statements of operations.

Business Acquisitions

We allocate the purchase price of business acquisitions to the assets acquired and liabilities assumed based on their estimated fair value. The excess of the purchase price over estimated fair value of the net identifiable assets is allocated to goodwill. Determining the fair value of assets and liabilities requires various assumptions and estimates. These estimates and assumptions are refined with adjustments recorded to goodwill as information is gathered and final valuations are completed over a one-year measurement period. The changes in these estimates or different assumptions used in determining these estimates could impact the amount of assets, including goodwill, and liabilities recorded on our consolidated balance sheet and could impact our operating results subsequent to such acquisition.

Goodwill and Intangible Assets

Goodwill is the purchase premium after adjusting for the fair value of net assets acquired. Goodwill is not amortized but is reviewed for potential impairment on an annual basis, or when events or circumstances indicate a potential impairment, at the reporting unit level. A reporting unit, as defined under applicable accounting guidance, is an operating segment or one level below an operating segment, referred to as a component. We may in any given period bypass the qualitative assessment and proceed directly to a two-step method to assess and measure impairment of the reporting unit's goodwill. We first assess qualitative factors to determine whether it is more likely-than-not (i.e., a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying value. This step serves as the basis for determining whether it is necessary to perform the two-step quantitative impairment test. The first step of the quantitative impairment test involves a comparison of the estimated fair value of each reporting unit to its carrying amount, including goodwill. If the estimated fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired; however, if the carrying amount of the reporting unit exceeds its estimated fair value, then the second step of the quantitative impairment test must be performed. The second step compares the implied fair value of the reporting unit's goodwill with its carrying amount to measure the amount of impairment loss, if any.

The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess.

For intangible assets subject to amortization, we recognize an impairment loss if the carrying amount of the intangible asset is not recoverable and exceeds its estimated fair value. The carrying amount of the intangible asset is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset.

No impairment charges were recognized related to goodwill or intangible assets for the years ended December 31, 2017, 2016 and 2015.

Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives, which is our best estimate of the pattern of economic benefit, based on legal, contractual, and other provisions. The estimated useful lives of the intangible assets, which consist primarily of customer relationships and trade names, range from 5-15 years.

Amounts Due to Card Issuing Banks for Overdrawn Accounts

Third-party card issuing banks fund overdrawn cardholder account balances on our behalf. Amounts funded are due from us to the card issuing banks based on terms specified in the agreements with the card issuing banks. Generally, we expect to settle these obligations within two months.

Note 2—Summary of Significant Accounting Policies (continued)

Fair Value

Under applicable accounting guidance, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability. As such, fair value reflects an exit price in an orderly transaction between market participants on the measurement date.

We determine the fair values of our financial instruments based on the fair value hierarchy established under applicable accounting guidance, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following describes the three-level hierarchy:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include fixed income securities with quoted prices that are traded less frequently than exchange-traded instruments. This category generally includes U.S. government and agency mortgage-backed fixed income securities and corporate fixed income securities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the overall fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments for which the determination of fair value requires significant management judgment or estimation. The fair value for such assets and liabilities is generally determined using pricing models, market comparables, discounted cash flow methodologies or similar techniques that incorporate the assumptions a market participant would use in pricing the asset or liability. This category generally includes certain private equity investments and certain asset-backed securities.

Revenue Recognition

Our operating revenues consist of card revenues and other fees, processing and settlement service revenues and interchange revenues. We recognize revenue when the price is fixed or determinable, persuasive evidence of an arrangement exists, the product is sold or the service is performed, and collectability of the resulting receivable is reasonably assured.

Card revenues and other fees consist of monthly maintenance fees, ATM fees, new card fees and other revenues. We charge maintenance fees on a monthly basis pursuant to the terms and conditions in the applicable cardholder agreements. We recognize monthly maintenance fees ratably over the month for which they are assessed. We charge ATM fees to cardholders when they withdraw money at certain ATMs in accordance with the terms and conditions in our cardholder agreements. We recognize ATM fees when the withdrawal is made by the cardholder, which is the same time our service is completed and the fees are assessed. We charge new card fees when a consumer purchases a new card in a retail store. We defer and recognize new card fee revenues on a straight-line basis over our average card lifetime, which is currently five months for our GPR cards and six months our gift cards. We determine the average card lifetime based on our recent historical data for comparable products. We measure card lifetime for our GPR cards as the period of time, inclusive of reload activity, between sale (or activation) of the card and the date of the last positive balance. We measure the card lifetime for our gift cards as the redemption period during which cardholders initiate the substantial majority of their transactions. We reassess average card lifetime quarterly. We report the unearned portion of new card fees as a component of deferred revenue in our consolidated balance sheets. Other revenues consist primarily of revenue associated with our gift card program, transaction-based fees and fees associated with optional products or services, which we offer to cardholders from time-to-time. We generally recognize these revenues as purchase transactions occur or when the underlying services are completed.

Our processing and settlement services consist of cash transfer revenues, tax refund processing service revenues and Simply Paid disbursement revenues. We generate cash transfer revenues when consumers purchase our cash transfer products (reload services) in a retail store. We recognize these revenues when the cash transfer transactions are completed, generally within two business days from the time of sale of these products. We earn tax refund processing service revenues when a customer of a third party tax preparation company chooses to pay their tax preparation fee through the use of our tax refund processing services. We recognize tax refund processing service revenues as we remit tax return proceeds to the taxpayer. We earn Simply Paid disbursement fees from our business partners as payment disbursements are made.

Note 2—Summary of Significant Accounting Policies (continued)

We earn interchange revenues from fees remitted by the merchant’s bank, which are based on rates established by the payment networks, such as Visa and MasterCard, when cardholders make purchase transactions using our cards. We recognize interchange revenues as these transactions occur.

We report our different types of revenues on a gross or net basis based on our assessment of whether we act as a principal or an agent in the transaction. To the extent we act as a principal in the transaction, we report revenues on a gross basis. In concluding whether or not we act as a principal or an agent, we evaluate whether we have the substantial risks and rewards under the terms of the revenue-generating arrangements, whether we are the party responsible for fulfillment of the services purchased by the cardholders, among other factors. For all of our significant revenue-generating arrangements, including GPR and gift cards, we record revenues on a gross basis with the exception of our tax refund processing service revenues which are recorded on a net basis.

Generally, customers have limited rights to a refund of a new card fee or a cash transfer fee. We have elected to recognize revenues prior to the expiration of the refund period, but reduce revenues by the amount of expected refunds, which we estimate based on actual historical refunds.

On occasion, we enter into incentive agreements with our retail distributors and offer incentives to customers designed to increase product acceptance and sales volume. We record incentive payments, including the issuance of equity instruments, as a reduction of revenues and recognize them over the period the related revenues are recognized or as services are rendered, as applicable.

Sales and Marketing Expenses

Sales and marketing expenses primarily consist of sales commissions, advertising and marketing expenses, and the costs of manufacturing and distributing card packages, placards, promotional materials to our retail distributors’ locations and personalized GPR cards to consumers who have activated their cards.

We pay our retail distributors and brokers commissions based on sales of our prepaid debit cards and cash transfer products in their stores. We defer and expense commissions related to new cards sales ratably over the average card lifetime, which is currently five months for our GPR cards and six months for our gift cards. Absent a new card fee, we expense the related commissions immediately. We expense commissions related to cash transfer products when the cash transfer transactions are completed. We expense costs for the production of advertising as incurred. The cost of media advertising is expensed when the advertising first takes place. We record the costs associated with card packages and placards as prepaid expenses, and we record the costs associated with personalized GPR cards as deferred expenses. We recognize the prepaid cost of card packages and placards over the related sales period, and we amortize the deferred cost of personalized GPR cards, when activated, over the average card lifetime.

Included in sales and marketing expenses are advertising and marketing expenses of $25.1 million, $11.9 million and $10.1 million and shipping and handling costs of $3.0 million, $3.7 million and $2.8 million for the years ended December 31, 2017, 2016 and 2015, respectively. Also included in sales and marketing expenses were liabilities that we incurred for use tax to various states related to purchases of materials since we do not charge sales tax to customers when new cards or cash transfer transactions are purchased.

Employee Stock-Based Compensation

We record employee stock-based compensation expense based on the grant-date fair value of the award. For stock options and stock purchases under our employee stock purchase plan, or ESPP, we base compensation expense on fair values estimated at the grant date using the Black-Scholes option-pricing model. For stock awards, including restricted stock units, we base compensation expense on the fair value of our common stock at the grant date. We recognize compensation expense for awards with only service conditions that have graded vesting schedules on a straight-line basis over the vesting period of the award. Vesting is based upon continued service to our company.

We have issued performance based and market based restricted stock units to our executive officers and employees. For performance based awards, we recognize compensation cost for the restricted stock units if and when we conclude it is probable that the performance will be satisfied, over the requisite service period based on the grant-date fair value of the stock. We reassess the probability of vesting at each reporting period and adjust compensation expense based on the probability assessment. For market based restricted stock units, we base compensation expense on the fair value estimated at the date of grant using a Monte Carlo simulation or similar lattice model. We recognize compensation expense over the requisite service period regardless of the market condition being satisfied, provided

Note 2—Summary of Significant Accounting Policies (continued)

that the requisite service has been provided, since the estimated grant date fair value already incorporates the probability of outcomes that the market condition will be achieved.

Income Taxes

Our income tax expense is comprised of current and deferred income tax expense. Current income tax expense approximates taxes to be paid or refunded for the current period. Deferred income tax expense results from the changes in deferred tax assets and liabilities during the periods. These gross deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences between the basis of assets and liabilities as measured by tax laws and their basis as reported in our consolidated financial statements. We also recognize deferred tax assets for tax attributes such as net operating loss carryforwards and tax credit carryforwards. We record valuation allowances to reduce deferred tax assets to the amounts we conclude are more likely-than-not to be realized in the foreseeable future.

We recognize and measure income tax benefits based upon a two-step model: 1) a tax position must be more likely-than-not to be sustained based solely on its technical merits in order to be recognized, and 2) the benefit is measured as the largest dollar amount of that position that is more likely-than-not to be sustained upon settlement. The difference between the benefit recognized for a position and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit. We accrue income tax related interest and penalties, if applicable, within income tax expense.

On December 22, 2017, the Tax Cuts and Jobs Act was signed into law and introduces significant changes to U.S. income tax law. Effective in 2018, the legislation reduces the US federal corporate tax rate from 35% to 21%, creates new taxes on certain foreign-sourced earnings and certain related-party payments, eliminates certain deductions and enhances and extends through 2026 the option to claim accelerated depreciation deductions on qualified property. Refer to *Note 13 — Income Taxes* for additional information.

Earnings Per Common Share

For the periods applicable, we apply the two-class method in calculating earnings per common share, or EPS, because our preferred stockholders are entitled to participate with our common stockholders in the distributions of earnings through dividends. The two-class method requires net income, after deduction of any preferred stock dividends, deemed dividends on preferred stock redemptions, and accretions in the carrying value on preferred stock, to be allocated between each class or series of common and preferred stockholders based on their respective rights to receive dividends, whether or not declared. Basic EPS is then calculated by dividing net income allocated to each class of common stockholders by the respective weighted-average common shares issued and outstanding.

We divide adjusted net income for each class of common stock by the respective weighted-average number of the common shares issued and outstanding for each period plus amounts representing the dilutive effect of outstanding stock options, restricted stock units, shares to be purchased under our employee stock purchase plan and the dilution resulting from the conversion of convertible securities, if applicable. We exclude the effects of convertible securities, restricted stock units and stock options from the computation of diluted EPS in periods in which the effect would be anti-dilutive. We calculate dilutive potential common shares using the treasury stock method, if-converted method and the two-class method, as applicable.

Regulatory Matters and Capital Adequacy

As a bank holding company, we are subject to comprehensive supervision and examination by the Federal Reserve Board and must comply with applicable regulations, including minimum capital and leverage requirements. If we fail to comply with any of these requirements, we may become subject to formal or informal enforcement actions, proceedings, or investigations, which could result in regulatory orders, restrictions on our business operations or requirements to take corrective actions, which may, individually or in the aggregate, affect our results of operations and restrict our ability to grow. If we fail to comply with the applicable capital and leverage requirements, or if our subsidiary bank fails to comply with its applicable capital and leverage requirements, the Federal Reserve Board may limit our or Green Dot Bank's ability to pay dividends. In addition, as a bank holding company and a financial holding company, we are generally prohibited from engaging, directly or indirectly, in any activities other than those permissible for bank holding companies and financial holding companies. This restriction might limit our ability to pursue future business opportunities which we might otherwise consider but which might fall outside the scope of permissible activities. We may also be required to serve as a "source of strength" to Green Dot Bank if it becomes less than adequately capitalized.

Note 2—Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"), and has since been modified through additional technical corrections since its original issuance. ASU 2014-09 supersedes nearly all existing revenue recognition guidance under current GAAP. The core principle of ASU 2014-09, is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. The standard defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP. The standard allows companies to apply either a full retrospective approach, which requires applying the standard to each prior year reporting period presented, or a modified retrospective approach with a cumulative effect adjustment recognized upon adoption. The standard is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. We will adopt the standard on January 1, 2018 using the modified retrospective approach.

We have completed our assessment of the impact under the new revenue standard on our consolidated financial statements. Based on our assessment, we have concluded that our financial statements will not be materially impacted upon adoption; however, we will expand certain disclosures as required beginning in the first quarter of 2018. Additional changes identified under the new standard relate to the presentation of certain incentive payments made to our retail distributors and other partners. Under our current policy, these payments have generally been recorded as a reduction to revenues, however, upon adoption of the new guidance, such payments will be classified as sales and marketing expenses since these contractual arrangements have been determined to be outside the scope of ASU 2014-09. We have not identified any adjustments related to the timing or pattern under our current revenue recognition policies and therefore, no adjustment to retained earnings is expected upon adoption.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). ASU 2016-01 revises the classification and measurement of investments in certain equity investments and the presentation of certain fair value changes for certain financial liabilities measured at fair value. ASU 2016-01 requires the change in fair value of many equity investments to be recognized in net income. The standard is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The adoption of ASU 2016-01 may result in a cumulative adjustment to retained earnings as of the beginning of the year of adoption. We will adopt ASU 2016-01 on January 1, 2018, the effect of which will not have a material impact on our consolidated financial statements as we do not currently hold any financial instruments in the scope of the updated standard.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)* ("ASU 2016-02") in order to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under previous GAAP. ASU 2016-02 requires that a lessee should recognize a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for leases with a term greater than 12 months. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018 (including interim periods within those periods) using a modified retrospective approach and early adoption is permitted. We are currently in the process of evaluating the impact of adoption of ASU 2016-02 on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13") that requires financial assets measured at amortized cost be presented at the net amount expected to be collected. Credit losses on available-for-sale debt securities should be recorded through an allowance for credit losses limited by the amount that the fair value is less than amortized cost. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact of ASU 2016-13 on our consolidated financial statements.

Note 2—Summary of Significant Accounting Policies (continued)

In November 2016, the FASB issued ASU No. 2016-18, *Restricted Cash* ("ASU 2016-18"), to require that restricted cash and restricted cash equivalents be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total cash amounts shown on the statement of cash flows. Consequently, transfers between cash and restricted cash will not be presented as a separate line item in the operating, investing or financing sections of the cash flow statement. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The amendments should be applied retrospectively to each period presented. We will adopt ASU 2016-18 on January 1, 2018, the effect of which will result in a change in presentation on our statement of cash flows, but not on our consolidated financial results.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles - Goodwill and Other ("ASU 2017-04"): Simplifying the Test for Goodwill Impairment*, which simplifies the existing two-step guidance for goodwill impairment testing by eliminating the second step resulting in a write-down to goodwill equal to the initial amount of impairment determined in step one. The ASU is to be applied prospectively for reporting periods beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed after January 1, 2017. We are currently evaluating the impact of the provisions of ASU 2017-04 on our consolidated financial statements, however, we do not anticipate it will have a material impact upon adoption.

Recently adopted accounting pronouncements

In March 2016, the FASB issued ASU No. 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09") that simplifies how companies account for certain aspects of share-based payments to employees, including the accounting for income taxes upon vesting or exercise of share-based payments, classification of awards as either equity or liabilities with respect to statutory tax withholding thresholds, accounting for forfeitures, as well as certain classifications on the statement of cash flows. We adopted the provisions of ASU 2016-09 effective January 1, 2017.

Under ASU 2016-09, all excess tax benefits and tax deficiencies related to stock compensation are now recognized as income tax expense or benefit in the income statement instead of additional paid-in capital on the consolidated balance sheets. Since we did not have any previously unrecognized excess tax benefits, no cumulative-effect adjustment to retained earnings was required upon adoption pertaining to unrecognized excess tax benefits. Excess tax benefits are also now classified as operating activities in the consolidated statements of cash flows instead of in financing activities. The presentation of excess tax benefits on our consolidated statements of cash flows was adopted retrospectively, and accordingly, we reclassified $3.0 million and $0.2 million of excess tax benefits under financing activities to operating activities for years ended December 31, 2016 and 2015, respectively, on our consolidated statements of cash flows to conform to the current year presentation. Additionally, upon adoption of ASU 2016-09, we elected to account for forfeitures on stock-based compensation as they occur, rather than estimate future expected forfeitures. As a result of this accounting change, we recognized a net cumulative effect adjustment to reduce retained earnings as of January 1, 2017 for approximately $1.8 million ($1.2 million, net of tax).

See *Note 13 — Income Taxes* for additional information on the impact of the adoption on our consolidated financial statements.

Note 3—Business Acquisitions

On February 28, 2017, we completed our acquisition of all the membership interests of UniRush, LLC ("UniRush"), an online direct-to-consumer GPR card and corporate payroll card provider. The fair value of the total consideration in connection with the acquisition was approximately $163.7 million, which included cash and contingent consideration in the form of an earn-out. We paid for the transaction with $142.2 million in cash, of which $95 million was raised from a combination of our Revolving Facility, as discussed in *Note 10 — Note Payable*, and subordinated notes payable of $20 million to the selling shareholders of UniRush. The subordinated notes were repaid shortly after close of the acquisition during the three months ended March 31, 2017. The transaction terms include an earn-out equal to the greater of (i) a specified percentage of the revenue generated by the online direct-to-consumer GPR card portfolio for the five-year period following the closing or (ii) $20 million, payable quarterly over the five years.

Note 3—Business Acquisitions (continued)

The following table summarizes the fair value of consideration transferred:

		Consideration
		(In thousands)
Cash, including proceeds from notes payable	$	142,154
Fair value of contingent consideration		21,500
Total consideration	$	163,654

The allocation of the purchase price is as follows:

		February 28, 2017
		(In thousands)
Assets:		
Cash and cash equivalents	$	656
Accounts receivable, net		5,745
Prepaid expenses and other assets		5,146
Property and equipment, net		4,233
Intangible assets		69,000
Goodwill		93,435
Total assets:		178,215
Liabilities:		
Accounts payable		10,861
Other liabilities		3,700
Total liabilities:		14,561
Net assets acquired	$	163,654

Goodwill of approximately $93.4 million represents the excess of the purchase price over the estimated fair value of the underlying identifiable tangible and intangible assets acquired and liabilities assumed. The goodwill arises from the opportunity for synergies and economies of scale from the combined companies, and expanding our reach into the online direct-to-consumer and corporate payroll distribution channels. Although the goodwill will not be amortized for financial reporting purposes, it is anticipated that substantially all of the goodwill will be deductible for federal tax purposes over the statutory period of 15 years.

Intangible assets consist primarily of customer relationships and trade name of approximately $58.5 million and $5.5 million, respectively. The customer relationships will be amortized over its estimated useful life of 5-10 years and the trade name will be amortized over a period of 15 years.

Our acquisition of UniRush was accounted for under the acquisition method of accounting, with the operating results of UniRush included in our consolidated statements of operations from March 1, 2017 to December 31, 2017. Transaction costs incurred in connection with the acquisition were not material.

Unaudited pro forma financial information

The following unaudited pro forma summary financial results present the consolidated results of operations as if the acquisition of UniRush had occurred as of January 1, 2016, after the effect of certain adjustments, including interest expense on the debt used to fund the purchase, amortization of certain identifiable intangible assets, income and expense items not attributable to ongoing operations and related tax effects. The unaudited pro forma condensed consolidated statements of operations does not include any adjustments for any restructuring activities, operating efficiencies or cost savings. The pro forma results have been presented for comparative purposes only and are not indicative of what would have occurred had the UniRush acquisition been made as of January 1, 2016, or of any potential results which may occur in the future.

Note 3—Business Acquisitions (continued)

	Three Months Ended December 31,		Year Ended December 31,	
	2017	2016	2017	2016
	(In thousands, except per share data)			
Net revenues	**$ 212,989**	$ 188,306	**$ 909,436**	$ 821,987
Net income (loss) attributable to common stock	**$ 12,228**	$ (1,864)	**$ 77,471**	$ 45,871
Basic earnings (loss) per common share	**$ 0.24**	$ (0.04)	**$ 1.53**	$ 0.93
Diluted earnings (loss) per common share	**$ 0.23**	$ (0.04)	**$ 1.46**	$ 0.90
Basic weighted-average common shares issued and outstanding	**50,933**	50,513	**50,482**	49,535
Diluted weighted-average common shares issued and outstanding	**54,198**	51,662	**53,198**	50,797

Note 4—Investment Securities

Our available-for-sale investment securities were as follows:

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In thousands)			
December 31, 2017				
Corporate bonds	**$ 1,000**	**$ —**	**$ —**	**$ 1,000**
U.S. Treasury notes	**10,921**	**—**	**(46)**	**10,875**
Agency mortgage-backed securities	**121,037**	**52**	**(1,055)**	**120,034**
Municipal bonds	**742**	**4**	**(7)**	**739**
Asset-backed securities	**20,952**	**—**	**(91)**	**20,861**
Total investment securities	**$ 154,652**	**$ 56**	**$ (1,199)**	**$ 153,509**
December 31, 2016				
Corporate bonds	$ 21,533	$ 9	$ (7)	$ 21,535
Commercial paper	12,427	4	(1)	12,430
U.S. Treasury notes	21,603	1	(41)	21,563
Agency securities	4,002	—	(1)	4,001
Agency mortgage-backed securities	117,990	242	(741)	117,491
Municipal bonds	1,460	1	(31)	1,430
Asset-backed securities	30,131	1	(156)	29,976
Total investment securities	$ 209,146	$ 258	$ (978)	$ 208,426

Note 4—Investment Securities (continued)

As of December 31, 2017 and 2016, the gross unrealized losses and fair values of available-for-sale investment securities that were in unrealized loss positions were as follows:

	Less than 12 months		12 months or more		Total fair value	Total unrealized loss
	Fair value	Unrealized loss	Fair value	Unrealized loss		
	(In thousands)					
December 31, 2017						
U.S. Treasury notes	**$ 4,588**	**$ (21)**	**$ 6,288**	**$ (25)**	**$ 10,876**	**$ (46)**
Agency mortgage-backed securities	**62,683**	**(453)**	**44,159**	**(602)**	**106,842**	**(1,055)**
Municipal bonds	**—**	**—**	**193**	**(7)**	**193**	**(7)**
Asset-backed securities	**2,134**	**(2)**	**18,727**	**(89)**	**20,861**	**(91)**
Total investment securities	**$ 69,405**	**$ (476)**	**$ 69,367**	**$ (723)**	**$ 138,772**	**$ (1,199)**
December 31, 2016						
Corporate bonds	$ 8,739	$ (7)	$ 1,999	$ —	$ 10,738	$ (7)
Commercial paper	2,672	(1)	—	—	2,672	(1)
U.S. Treasury notes	16,211	(41)	—	—	16,211	(41)
Agency securities	4,002	(1)	—	—	4,002	(1)
Agency mortgage-backed securities	23,300	(236)	61,383	(505)	84,683	(741)
Municipal bonds	—	—	937	(31)	937	(31)
Asset-backed securities	25,501	(156)	—	—	25,501	(156)
Total investment securities	$ 80,425	$ (442)	$ 64,319	$ (536)	$ 144,744	$ (978)

We did not record any other-than-temporary impairment losses during the years ended December 31, 2017 and 2016 on our available-for-sale investment securities. We do not intend to sell these investments and we have determined that it is more likely than not that we will not be required to sell these investments before recovery of their amortized cost bases, which may be at maturity.

As of December 31, 2017, the contractual maturities of our available-for-sale investment securities were as follows:

	Amortized cost	Fair value
	(In thousands)	
Due in one year or less	$ 11,935	$ 11,889
Due after one year through five years	—	—
Due after five years through ten years	—	—
Due after ten years	728	725
Mortgage and asset-backed securities	141,989	140,895
Total investment securities	$ 154,652	$ 153,509

The expected payments on mortgage-backed and asset-backed securities may not coincide with their contractual maturities because the issuers have the right to call or prepay certain obligations.

Note 5—Accounts Receivable

Accounts receivable, net consisted of the following:

	December 31, 2017	December 31, 2016
	(In thousands)	
Overdrawn account balances due from cardholders	$ 17,856	$ 14,773
Reserve for uncollectible overdrawn accounts	(14,471)	(11,932)
Net overdrawn account balances due from cardholders	3,385	2,841
Trade receivables	4,231	1,941
Reserve for uncollectible trade receivables	(3)	(372)
Net trade receivables	4,228	1,569
Receivables due from card issuing banks	6,309	8,497
Fee advances	16,194	16,708
Other receivables	5,161	10,535
Accounts receivable, net	$ 35,277	$ 40,150

Activity in the reserve for uncollectible overdrawn accounts consisted of the following:

	Year Ended December 31,		
	2017	2016	2015
		(In thousands)	
Balance, beginning of period	$ 11,932	$ 7,999	$ 11,196
Provision for uncollectible overdrawn accounts:			
Fees	69,912	67,798	55,595
Purchase transactions	7,233	7,043	7,699
Charge-offs	(74,606)	(70,908)	(66,491)
Balance, end of period	$ 14,471	$ 11,932	$ 7,999

Note 6—Loans to Bank Customers

The following table presents total outstanding loans, gross of the related allowance for loan losses, and a summary of the related payment status:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Total Current or Less Than 30 Days Past Due	Total Outstanding
			(In thousands)			
December 31, 2017						
Residential	$ —	$ —	$ —	$ —	$ 3,554	$ 3,554
Commercial	—	—	—	—	315	315
Installment	1	—	—	1	1,378	1,379
Secured credit card	1,223	593	424	2,240	11,373	13,613
Total loans	$ 1,224	$ 593	$ 424	$ 2,241	$ 16,620	$ 18,861
Percentage of outstanding	6.5%	3.1%	2.3%	11.9%	88.1%	100.0%
December 31, 2016						
Residential	$ —	$ 6	$ —	$ 6	$ 3,718	$ 3,724
Commercial	—	—	—	—	366	366
Installment	—	—	2	2	1,742	1,744
Secured credit card	—	—	—	—	502	502
Total loans	$ —	$ 6	$ 2	$ 8	$ 6,328	$ 6,336
Percentage of outstanding	—%	0.1%	—%	0.1%	99.9%	100.0%

Note 6—Loans to Bank Customers (continued)

Nonperforming Loans

The following table presents the carrying value, gross of the related allowance for loan losses, of our nonperforming loans. See *Note 2 — Summary of Significant Accounting Policies* for further information on the criteria for classification as nonperforming.

	December 31, 2017	December 31, 2016
	(In thousands)	
Residential	$ 502	$ 368
Installment	191	—
Total loans	$ 693	$ 368

Credit Quality Indicators

We closely monitor and assess the credit quality and credit risk of our loan portfolio on an ongoing basis. We continuously review and update loan risk classifications. We evaluate our loans using non-classified or classified as the primary credit quality indicator. Classified loans are those loans that have demonstrated credit weakness where we believe there is a heightened risk of principal loss, including all impaired loans. Classified loans are generally internally categorized as substandard, doubtful, or loss, consistent with regulatory guidelines.

The table below presents the carrying value, gross of the related allowance for loan losses, of our loans within the primary credit quality indicators related to our loan portfolio:

	December 31, 2017		December 31, 2016	
	Non-Classified	Classified	Non-Classified	Classified
	(In thousands)			
Residential	$ 3,038	$ 516	$ 3,036	$ 688
Commercial	315	—	366	—
Installment	1,059	320	1,432	312
Secured credit card	13,613	—	502	—
Total loans	$ 18,025	$ 836	$ 5,336	$ 1,000

Impaired Loans and Troubled Debt Restructurings

When, for economic or legal reasons related to a borrower's financial difficulties, we grant a concession for other than an insignificant period of time to a borrower that we would not otherwise consider, the related loan is classified as a Troubled Debt Restructuring, or TDR. Our TDR modifications related to extensions of the maturity dates at a stated interest rate lower than the current market rate for new debt with similar risk. The following table presents our impaired loans and loans that we modified as TDRs as of December 31, 2017 and 2016:

	December 31, 2017		December 31, 2016	
	Unpaid Principal Balance	Carrying Value	Unpaid Principal Balance	Carrying Value
	(In thousands)			
Residential	$ 516	$ 452	$ 388	$ 316
Installment	262	120	220	98

Note 6—Loans to Bank Customers (continued)

Allowance for Loan Losses

Activity in the allowance for loan losses consisted of the following:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Balance, beginning of period	**$ 277**	$ 426	$ 444
Provision (benefit) for loans	**430**	(151)	(38)
Loans charged off	**(472)**	(25)	(44)
Recoveries of loans previously charged off	**56**	27	64
Balance, end of period	**$ 291**	$ 277	$ 426

Note 7—Property and Equipment

Property and equipment consisted of the following:

	December 31,	
	2017	2016
	(In thousands)	
Land	**$ 205**	$ 205
Building	**1,105**	1,105
Computer equipment, furniture, and office equipment	**52,132**	44,789
Computer software purchased	**25,579**	19,370
Capitalized internal-use software	**157,477**	139,730
Tenant improvements	**10,030**	10,101
	246,528	215,300
Less accumulated depreciation and amortization	**(149,246)**	(132,679)
Property and equipment, net	**$ 97,282**	$ 82,621

Depreciation and amortization expense was $33.5 million, $39.5 million and $38.5 million for the years ended December 31, 2017, 2016 and 2015, respectively. Included in those amounts are depreciation expense related to internal-use software of $20.0 million, $25.6 million and $23.0 million for the years ended December 31, 2017, 2016 and 2015, respectively. We recorded impairment charges of $1.3 million, $0.1 million and $5.9 million for the years ended December 31, 2017, 2016 and 2015, respectively, associated with capitalized internal-use software we determined to no longer be utilized and any remaining carrying value was written off. The net carrying value of capitalized internal-use software was $69.9 million and $58.1 million at December 31, 2017 and 2016, respectively.

Note 8—Goodwill and Intangible Assets

Goodwill and intangible assets on our consolidated balance sheets consisted of the following:

	December 31,	
	2017	2016
	(In thousands)	
Goodwill	**$ 301,790**	$ 208,355
Intangible assets, net	**280,587**	242,696
Goodwill and intangible assets	**$ 582,377**	$ 451,051

Note 8—Goodwill and Intangible Assets (continued)

Goodwill

Changes in the carrying amount of goodwill were as follows:

	December 31,	
	2017	2016
	(In thousands)	
Balance, beginning of period	$ 208,355	$ 208,079
Acquisitions	93,435	—
Adjustments related to final purchase accounting	—	276
Balance, end of period	$ 301,790	$ 208,355

We completed our annual goodwill impairment test as of September 30, 2017. Based on the results of step one of the annual goodwill impairment test, we determined that step two was not required for each of our reporting units as their fair values exceeded their carrying values indicating there was no impairment.

Intangible Assets

The gross carrying amounts and accumulated amortization related to intangibles assets were as follows:

	December 31, 2017			December 31, 2016			
	Gross Carrying Value	Accumulated Amortization	Net Book Value	Gross Carrying Value	Accumulated Amortization	Net Book Value	Weighted Average Useful Lives
	(In thousands)			(In thousands)			(Years)
Customer relationships	$ 309,773	$ (70,295)	$ 239,478	$ 251,273	$ (43,707)	$ 207,566	13.2
Trade names	44,086	(9,347)	34,739	38,586	(6,192)	32,394	14.6
Patents	3,000	(818)	2,182	3,000	(545)	2,455	11.0
Other	5,964	(1,776)	4,188	964	(683)	281	5.0
Total intangible assets	$ 362,823	$ (82,236)	$ 280,587	$ 293,823	$ (51,127)	$ 242,696	

Amortization expense on finite-lived intangibles, a component of other general and administrative expenses, was $31.1 million, $23.0 million, and $23.2 million for the years ended December 31, 2017, 2016, and 2015, respectively. None of our intangible assets were considered impaired as of December 31, 2017 or 2016.

The following table shows our estimated amortization expense for intangible assets for each of the next five succeeding years and thereafter :

	December 31,
	(In thousands)
2018	$ 31,615
2019	31,534
2020	26,828
2021	26,625
2022	26,625
Thereafter	137,360
Total	$ 280,587

Note 9—Deposits

Deposits are categorized as non-interest or interest-bearing deposits as follows:

	December 31, 2017	December 31, 2016
	(In thousands)	
Non-interest bearing deposit accounts		
GPR deposits	$ 803,549	$ 617,220
Other demand deposits	61,264	103,523
Total non-interest bearing deposit accounts	864,813	720,743
Interest-bearing deposit accounts		
Checking accounts	140,555	1,209
Savings	10,523	8,832
Time deposits, denominations greater than or equal to $100	4,752	5,132
Time deposits, denominations less than $100	1,537	1,498
Total interest-bearing deposit accounts	157,367	16,671
Total deposits	$ 1,022,180	$ 737,414

The scheduled contractual maturities for total time deposits are presented in the table below:

	December 31, (In thousands)
Due in 2018	$ 2,538
Due in 2019	766
Due in 2020	1,123
Due in 2021	818
Due in 2022	1,044
Total time deposits	$ 6,289

As of December 31, 2017, we had aggregate time deposits of $2.4 million in denominations that met or exceeded the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Note 10—Note Payable

In October 2014, we entered into a $225.0 million credit agreement with Bank of America, N.A., as an administrative agent, Wells Fargo Bank, National Association, and the other lenders party thereto. The credit agreement provides for 1) a $75.0 million five-year revolving facility (the "Revolving Facility") and 2) a five-year $150.0 million term loan facility ("Term Facility" and, together with the Revolving Facility, the "Senior Credit Facility"). The credit agreement also includes an accordion feature that, subject to securing additional commitments from existing lenders or new lending institutions, will allow us to increase the aggregate amount of these facilities by up to an additional $50.0 million. We use the proceeds of any borrowings under the Revolving Facility for working capital and other general corporate purposes, subject to the terms and conditions set forth in the credit agreement.

As of December 31, 2017 and 2016, our outstanding debt consisted of the following, net of deferred financing costs of $2.9 million and $4.3 million, respectively:

	December 31, 2017	December 31, 2016
	(In thousands)	
Term facility	$ 79,611	$ 100,686
Revolving facility	—	—
Total notes payable	$ 79,611	$ 100,686

Note 10—Note Payable (continued)

Interest and other fees

At our election, loans made under the credit agreement bear interest at 1) a LIBOR rate (the “LIBOR Rate") or 2) a base rate determined by reference to the highest of (a) the Bank of America prime rate, (b) the United States federal funds rate plus 0.50% and (c) a daily rate equal to one-month LIBOR rate plus 1.0% (the “Base Rate"), plus in either case an applicable margin. The applicable margin for borrowings depends on our total leverage ratio and varies from 2.50% to 3.00% for LIBOR Rate loans and 1.50% to 2.00% for Base Rate loans. The effective interest rate on borrowings outstanding as of December 31, 2017 was 4.32%. Interest expense related to our Senior Credit Facility was $4.1 million, $4.0 million, and $4.3 million for the years ended December 31, 2017, 2016 and 2015, respectively.

We also pay a commitment fee, which varies from 0.30% to 0.40% per annum on the actual daily unused portions of the Revolving Facility. Letter of credit fees are payable in respect of outstanding letters of credit at a rate per annum equal to the applicable margin for LIBOR Rate loans.

Maturity and payments

The Revolving Facility matures, the commitments thereunder terminate, and all amounts then outstanding thereunder are payable on October 23, 2019.

Quarterly principal payments of $5.6 million are payable on the loans under the Term Facility. The loans made under the Term Facility mature and all amounts then outstanding thereunder are payable on October 23, 2019.

The following table sets forth future annual contractual principal payment commitments as of December 31, 2017:

	December 31,	
	(In thousands)	
2018	$	22,500
2019		60,000
Total	$	82,500

We have the option to prepay the borrowings under the Senior Credit Facility without premium or penalty (other than customary breakage costs). The credit agreement requires us to repay certain amounts outstanding thereunder with (1) net cash proceeds of certain asset sales or other dispositions that exceed certain thresholds, to the extent such proceeds are not reinvested or committed to be reinvested in the business in accordance with customary reinvestment provisions and (2) net cash proceeds of the incurrence of certain indebtedness. Borrowings under the Senior Credit Facility are guaranteed by each of our domestic subsidiaries (the "Guarantor"), other than certain excluded subsidiaries (including bank subsidiaries) and subject to certain other exceptions set forth in the credit agreement. Obligations under the Senior Credit Facility are secured by first priority liens on, and security interests in, substantially all of our assets and each Guarantor, subject to certain customary exceptions.

Covenants and restrictions

The Senior Credit Facility contains customary representations and warranties relating to us and our subsidiaries. The Senior Credit Facility also contains certain affirmative and negative covenants including negative covenants that limit or restrict, among other things, liens, indebtedness, investments and acquisitions, mergers and fundamental changes, asset sales, restricted payments, changes in the nature of the business, transactions with affiliates and other matters customarily restricted in such agreements. We must maintain a minimum fixed charge coverage ratio and a maximum consolidated leverage ratio at the end of each fiscal quarter, as set forth in the credit agreement. At December 31, 2017, we were in compliance with all such covenants.

If an event of default shall occur and be continuing under the Senior Credit Facility, the commitments may be terminated and the principal amounts outstanding under the Senior Credit Facility, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

Note 11—Stockholders' Equity

Convertible Preferred Stock

In December 2011, we filed a restated Certificate of Incorporation that authorized 10,085 shares of Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock, or Series A Preferred Stock. We then entered into and completed a share exchange with a significant shareholder, whereby 6,859,000 shares of our Class B common stock were exchanged for 6,859 shares of our newly created series of preferred stock.

As of December 31, 2017, all shares of our Series A Preferred shares have been converted into equivalent shares of Class A Common Stock.

Common Stock

Our Certificate of Incorporation specifies the following rights, preferences, and privileges for our common stockholders.

Voting

Holders of our Class A common stock are entitled to one vote per share.

We have not provided for cumulative voting for the election of directors in our restated Certificate of Incorporation. In addition, our Certificate of Incorporation provides that a holder, or group of affiliated holders, of more than 24.9% of our common stock may not vote shares representing more than 14.9% of the voting power represented by the outstanding shares of our Class A common stock.

Dividends

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of outstanding shares of our Class A common stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our board of directors may determine. In the event a dividend is paid in the form of shares of common stock or rights to acquire shares of common stock, the holders of Class A common stock will receive Class A common stock, or rights to acquire Class A common stock, as the case may be.

Liquidation

Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our Class A common stock and any participating preferred stock outstanding at that time after payment of liquidation preferences, if any, on any outstanding shares of our preferred stock and payment of other claims of creditors.

Preemptive or Similar Rights

Our Class A common stock is not entitled to preemptive rights or subject to redemption.

Non-Employee Stock-Based Payments

Shares Subject to Repurchase

In May 2010, we amended our commercial agreement with Walmart, our largest retail distributor, and GE Money Bank. The agreement commenced on May 1, 2010 with a five-year term. As an incentive to amend our prepaid card program agreement, we issued Walmart 2,208,552 shares of our Class A common stock. These shares were subject to our right to repurchase them at $0.01 per share upon termination of our agreement with Walmart other than a termination arising out of our knowing, intentional and material breach of the agreement. Our right to repurchase the shares lapsed with respect to 36,810 shares per month over the five-year term of the agreement. Our right to repurchase shares lapsed completely during the year ended December 31, 2015, and therefore, there were no shares subject to our repurchase right as of December 31, 2017 and 2016.

Note 11—Stockholders' Equity (continued)

Registration Rights Agreements

We are party to a Registration Rights Agreement, dated as of October 23, 2014, with certain persons listed on Exhibit A thereto (the "New Registration Rights Agreement"), which we entered into in connection with our acquisition of TPG. The terms of the New Registration Rights Agreement grant the selling stockholders (and their successors and permitted assigns who hold shares of our Class A common stock in accordance with the New Registration Rights Agreement) certain rights with respect to the registration of their shares under the Securities Act. We were required to file a Form S-3 shelf registration statement to register the shares of Class A common stock issued in the acquisition of TPG as soon as reasonably practicable after the closing of the acquisition and to cause the registration statement to be declared effective within 75 days of the closing of the merger. We filed the Form S-3 registration statement with the SEC on December 12, 2014. Subject to certain exceptions, we must keep the Form S-3 registration statement continuously effective until the earlier of (x) the date following the second anniversary of the closing of the acquisition on which there remain fewer than 1,840,001 registrable securities (i.e., approximately 30% of the aggregate shares of our common stock issued in the acquisition) and (y) the 30 month anniversary of the acquisition closing.

The New Registration Rights Agreement grants holders holding at least $30 million of registrable securities the right to cause us to effect up to two underwritten offerings under the Form S-3 registration statement of, in each case, registrable securities having an aggregate offering price of at least $30 million. The foregoing registration rights are subject to various conditions and limitations, including the right of underwriters of an offering to limit the number of registrable securities that may be included in an offering. The registration rights under the New Registration Rights Agreement will terminate as to any particular shares on the date on which the holder sells such shares to the public in a registered offering or pursuant to Rule 144 under the Securities Act. We will generally pay all expenses, other than underwriting discounts and commissions, transfer taxes and the fees and disbursements of more than one counsel for the selling stockholders, incurred in connection with the registration described above.

Comprehensive Income

The tax impact on unrealized losses on investment securities available-for-sale for the years ended December 31, 2017, 2016 and 2015 was approximately $0.1 million, $0.2 million and $0.3 million, respectively.

Stock Repurchase Program

In June 2015, our Board of Directors authorized, subject to regulatory approval, a repurchase of shares of our Class A Common Stock in an amount up to $150 million under a stock repurchase program ("Repurchase Program") with no expiration date. As of December 31, 2017 we have repurchased all $150 million of Class A Common Stock authorized under the Repurchase Program.

Accelerated Share Repurchases

We have entered into accelerated share repurchase arrangements ("ASRs") with a financial institution from time to time under the Repurchase Program. The following table summarizes our ASR activity since inception of the Repurchase Program:

	Purchase Period End Date	Number of Shares (In thousands)	Average repurchase price per share	ASR Amount (In thousands)	
March 2017 ASR	November 2017	1,326	$ 38.64	$ 50,000	(1)
April 2016 ASR	October 2016	2,219	$ 22.54	$ 50,000	
September 2015 ASR	January 2016	2,342	$ 17.08	$ 40,000	

(1) We elected to cash settle approximately $2.0 million worth of shares owed back to the counterparty under our March 2017 accelerated share repurchase agreement.

In exchange for an up-front payment, the financial institution delivers shares of our Class A Common Stock during the purchase periods of each ASR. Upon settlement, we either receive additional shares from the financial institution or we may be required to deliver additional shares or cash to the financial institution, at our election. The final number of shares received upon settlement for the ASR is determined based on the volume-weighted average price of our common stock over the term of the agreement less an agreed upon discount and subject to adjustments pursuant to the terms and conditions of the ASR.

Note 11—Stockholders' Equity (continued)

The up-front payments are accounted for as a reduction to shareholders' equity on our consolidated balance sheets in the periods the payments are made. The ASRs are accounted for in two separate transactions: 1) a treasury stock repurchase for the initial shares received and 2) a forward stock purchase contract indexed to our own stock for the unsettled portion of the ASR. The par value of the shares received are recorded as a reduction to common stock with the remainder recorded as a reduction to additional paid-in capital and retained earnings. The ASRs meet all of the applicable criteria for equity classification, and therefore are not accounted for as derivative instruments. The initial repurchase of shares resulted in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted earnings per share. The shares are retired upon repurchase, but remain authorized for registration and issuance in the future.

Other

In connection with the Repurchase Program, we entered into a repurchase plan in December 2015 under Rule 10b5-1 of the Exchange Act for $10 million. The timing, nature and amount of purchases depend on a variety of factors, including market conditions and the volume limit defined by Rule 10b-18. We completed all repurchases under this plan during the first quarter of 2016 and total repurchases amounted to approximately 0.6 million shares at an average price of $16.15.

Note 12—Employee Stock-Based Compensation

Employee Stock-Based Compensation

In June 2010, our board of directors adopted, and in July 2010 our stockholders approved, the 2010 Equity Incentive Plan, which replaced our 2001 Stock Plan, and the 2010 Employee Stock Purchase Plan. The 2010 Equity Incentive Plan authorizes the award of stock options, restricted stock awards, stock appreciation rights, restricted stock units, performance shares and stock bonuses. Options granted under the 2010 Equity Incentive Plan generally vest over four years and expire five years or ten years from the date of grant. The 2010 Employee Stock Purchase Plan enables eligible employees to purchase shares of our Class A common stock periodically at a discount. Our 2010 Employee Stock Purchase Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code. At our 2017 Annual Meeting of Stockholders, our stockholders approved amendments to our 2010 Equity Incentive Plan to increase the number of shares reserved for issuance by 2.8 million. Approximately 3.4 million shares are available for grant under the 2010 Equity Incentive Plan as of December 31, 2017.

Stock-based compensation for the years ended December 31, 2017, 2016, and 2015 includes expense related to awards of stock options, performance and service based restricted stock units and purchases under the 2010 Employee Stock Purchase Plan. Total stock-based compensation expense and the related income tax benefit were as follows:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Total stock-based compensation expense	**$ 40,734**	$ 28,321	$ 27,011
Related income tax benefit	**9,440**	9,167	8,602

Restricted Stock Units

The following table summarizes restricted stock units with only service conditions granted under our 2010 Equity Incentive Plan:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands, except per share data)		
Restricted stock units granted	**656**	1,416	1,737
Weighted-average grant-date fair value	**$ 48.72**	$ 22.59	$ 16.40

Note 12—Employee Stock-Based Compensation (continued)

Restricted stock unit activity for the year ended December 31, 2017 was as follows:

	Shares	Weighted-Average Grant-Date Fair Value
	(In thousands, except per share data)	
Outstanding at December 31, 2016	3,047	$ 20.24
Restricted stock units granted	656	$ 48.72
Restricted stock units vested	(1,065)	$ 20.80
Restricted stock units canceled	(415)	$ 19.92
Outstanding at December 31, 2017	2,223	$ 28.64

The total fair value of restricted stock vested for the years ended December 31, 2017, 2016 and 2015 was $41.5 million, $23.2 million and $13.6 million, respectively, based on the price of our Class A common stock on the vesting date.

Performance Based Restricted Stock Units

We grant performance-based restricted stock units to certain employees which are subject to the attainment of minimum pre-established annual performance targets. The majority of these awards are tied to the achievement of an annual non-GAAP earnings per share target for the grant year. The actual number of shares subject to the award is determined at the end of the annual performance period and may range from zero to 150% percent of the target shares granted. These awards contain an additional service component after each annual performance period is concluded and the unvested balance of the shares determined at the end of the annual performance period will vest over the remaining requisite service period. Compensation expense related to these awards is recognized using the accelerated attribution method over the four-year vesting period based on the fair value of the closing market price of our Class A common stock on the date of the grant and the estimated performance that is expected to be achieved. In the case of our Chief Executive Officer, vesting of performance awards is based on the achievement of a total shareholder return ("TSR") relative to the S&P 600 index over a three-year performance period. Compensation expense related to these awards is recognized over the performance period based on the grant date fair value through the use of a Monte Carlo simulation and are not subsequently re-measured.

The following table summarizes the performance-based restricted stock units granted under our 2010 Equity Incentive Plan:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands, except per share data)		
Performance based restricted stock units granted	**616**	287	243
Weighted-average grant-date fair value	**$ 36.13**	$ 25.24	$ 14.23

Performance based restricted stock unit activity for the year ended December 31, 2017 was as follows:

	Shares	Weighted-Average Grant-Date Fair Value
	(In thousands, except per share data)	
Outstanding at December 31, 2016	533	$ 19.08
Performance restricted stock units granted	616	$ 36.13
Performance restricted stock units vested	(103)	$ 24.05
Performance restricted stock units canceled	(122)	$ 20.54
Outstanding at December 31, 2017	924	$ 30.61

The total fair value of performance based restricted stock vested for the years ended December 31, 2017, 2016 and 2015 was $4.4 million, $0 million and $0.4 million, respectively, based on the price of our Class A common stock on the vesting date.

Note 12—Employee Stock-Based Compensation (continued)

Stock Options

Stock option activity for the year ended December 31, 2017 was as follows:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
	(In thousands, except per share data and years)			
Outstanding at December 31, 2016	2,147	$ 20.03		
Options granted	—	—		
Options exercised	(1,088)	18.83		
Options canceled	(36)	27.23		
Outstanding at December 31, 2017	1,023	$ 21.05	3.31	$ 40,131
Exercisable at December 31, 2017	1,023	21.05	3.30	$ 40,106

The total intrinsic value of options exercised was $24.1 million, $6.4 million and $0.5 million for the years ended December 31, 2017, 2016, and 2015, respectively.

We have not issued any new stock option awards from our equity plan since the year ended December 31, 2014. Accordingly, any additional required disclosures with respect to fair value assumptions of our stock options have been omitted for the periods presented on these consolidated financial statements.

As of December 31, 2017, there was $71.1 million of aggregate unrecognized compensation cost related to unvested restricted stock units (including performance based awards) expected to be recognized in compensation expense in future periods, with a weighted-average period of 2.66 years. As of December 31, 2017, we had no unvested stock options and thus, no remaining unrecognized compensation cost.

Stock-Based Retailer Incentive Compensation

As discussed in *Note 11 — Stockholders' Equity*, we issued Walmart 2,208,552 shares of our Class A common stock in May 2010. We recognized the fair value of 36,810 shares each month over the five-year term of the commercial agreement. We recorded the fair value recognized as stock-based retailer incentive compensation, a contra-revenue component of our total operating revenues. We recognized monthly the fair value of the shares for which our right to repurchase has lapsed using the then-current fair market value of our Class A common stock. We recognized $2.5 million of stock-based retailer incentive compensation for the year ended December 31, 2015. Our repurchase right lapsed completely in April 2015, and we no longer recorded stock-based compensation beginning in May 2015.

Note 13—Income Taxes

The components of income tax expense included in our consolidated statements of operations were as follows:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Current:			
Federal	**$ 15,545**	$ 16,540	$ 18,988
State	**(1,122)**	1,934	1,104
Foreign	**368**	217	21
Current income tax expense	**14,791**	18,691	20,113
Deferred:			
Federal	**4,596**	2,362	(138)
State	**(1,816)**	(1,142)	(287)
Foreign	**—**	50	19
Deferred income tax expense (benefit)	**2,780**	1,270	(406)
Income tax expense	**$ 17,571**	$ 19,961	$ 19,707

Note 13—Income Taxes (continued)

Income tax expense differs from the amount computed by applying the statutory federal income tax rate to income before income taxes. The sources and tax effects of the differences are as follows:

	Year Ended December 31,		
	2017	**2016**	**2015**
U.S. federal statutory tax rate	**35.0 %**	35.0 %	35.0 %
State income taxes, net of federal tax benefit	**(2.3)**	0.4	0.4
General business credits	**(2.8)**	(3.4)	(0.9)
Employee stock-based compensation	**(12.4)**	0.3	0.8
Tax Cuts and Jobs Act remeasurement	**(5.0)**	—	—
Transaction costs	**—**	—	(2.1)
Other	**4.5**	0.1	0.7
Effective tax rate	**17.0 %**	32.4 %	33.9 %

On December 22, 2017, H.R. 1, known as the Tax Cuts and Jobs Act (the "Tax Act") was signed into law and makes significant changes to U.S. income tax law. Effective in 2018, the Tax Act reduces the US federal corporate tax rate from 35% to 21%, creates new taxes on certain foreign-sourced earnings and certain related-party payments, eliminates certain deductions and enhances and extends through 2026 the option to claim accelerated depreciation deductions on qualified property. In addition, in 2017 we were subject to a one-time transition tax on accumulated foreign subsidiary earnings not previously subject to U.S. income tax.

Due to the timing of the enactment and the complexity involved in applying the provisions of the Tax Act, we have made reasonable estimates of the effects and recorded provisional amounts in our financial statements as of December 31, 2017. We remeasured deferred tax assets and liabilities resulting from the permanent reduction in the U.S. statutory corporate tax rate from 35% to 21% and recorded a provisional tax benefit of $6.3 million. We also analyzed the transition tax on accumulated foreign subsidiary earnings and made a provisional determination that we have no additional tax obligation. As we collect and prepare necessary data, and interpret the Tax Act and any additional guidance issued by the U.S. Treasury Department, the IRS, and other standard-setting bodies, we may make adjustments to the provisional amounts including estimates for certain employment compensation. Those adjustments may materially impact our provision for income taxes and effective tax rate in the period in which the adjustments are made. The SEC has provided up to a one-year measurement period for companies to finalize the accounting for the impacts of this new legislation and we anticipate finalizing our accounting over the coming quarters.

The decrease in the effective tax rate for the year ended December 31, 2017 as compared to the year ended December 31, 2016 is primarily due to excess tax benefits related to stock compensation recognized as an income tax benefit instead of additional paid-in capital in accordance with ASU 2016-09. Additionally, our rate was favorably impacted by the remeasurement of our deferred tax assets and liabilities associated with the Tax Cuts and Jobs Act. Furthermore, our rate was favorably impacted by our release of reserves for uncertain tax positions upon the completion of tax examinations and the expiration of the statute of limitations with certain taxing jurisdictions. See *Note 2 — Summary of Significant Accounting Policies* for additional information about our adoption of ASU 2016-09.

The tax effects of temporary difference that give rise to significant portions of our deferred tax assets and liabilities were as follows:

Note 13—Income Taxes (continued)

	December 31,	
	2017	2016
	(In thousands)	
Deferred tax assets:		
Net operating loss carryforwards	**$ 7,746**	$ 12,619
Stock-based compensation	**9,137**	13,221
Reserve for overdrawn accounts	**3,516**	4,684
Accrued liabilities	**8,782**	6,910
Tax credit carryforwards	**5,873**	3,590
Other	**10**	2,293
Total deferred tax assets	**$ 35,064**	$ 43,317
Deferred tax liabilities:		
Internal-use software costs	**$ 16,860**	$ 20,415
Property and equipment, net	**1,274**	692
Deferred expenses	**4,418**	5,881
Intangible assets	**11,901**	11,208
Gift card revenue	**1,884**	4,236
Total deferred tax liabilities	**36,337**	42,432
Net deferred tax (liabilities) assets	**$ (1,273)**	$ 885

We establish a valuation allowance when we consider it more-likely-than-not that some portion or all of the deferred tax assets will not be realized. As of December 31, 2017, we do not have a valuation allowance on any of our deferred tax assets as we believe it is more-likely-than-not that we will realize the benefits of our deferred tax assets.

We are subject to examination by the Internal Revenue Service, or IRS, and various state tax authorities. We remain subject to examination of our federal income tax returns for the years ended December 31, 2014 through 2016. We generally remain subject to examination of our various state income tax returns for a period of four to five years from the respective dates the returns were filed.

As of December 31, 2017, we have net operating loss carryforwards of approximately $37.7 million and $33.7 million for federal and state tax purposes, respectively, which will be available to offset future income. If not used, these carryforwards will expire between 2020 and 2035. In addition, we have state business tax credits of approximately $9.8 million that can be carried forward indefinitely and other state business tax credits of approximately $1.2 million that will expire between 2023 and 2027.

As of December 31, 2017 and 2016, we had a liability of $5.6 million and $7.3 million, respectively, for unrecognized tax benefits related to various federal and state income tax matters excluding interest, penalties and related tax benefits. The reconciliation of the beginning unrecognized tax benefits balance to the ending balance is as follows:

	Year Ended December 31,		
	2017	2016	2015
		(In thousands)	
Beginning balance	**$ 7,314**	$ 7,371	$ 6,189
Increases related to positions taken during prior years	**404**	134	759
Increases related to positions taken during the current year	**1,099**	1,023	423
Decreases related to positions settled with tax authorities	**(1,865)**	(1,105)	—
Decreases due to a lapse of applicable statute of limitations	**(1,392)**	(109)	—
Ending balance	**$ 5,560**	$ 7,314	$ 7,371
The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate	**$ 5,560**	$ 7,314	$ 7,371

We recognized accrued interest and penalties related to unrecognized tax benefits for the years ended December 31, 2017, 2016 and 2015, of approximately $0.2 million, $0.6 million and $0.2 million, respectively.

Note 14—Earnings per Common Share

The calculation of basic and diluted EPS was as follows:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands, except per share data)		
Basic earnings per Class A common share			
Net income	**$ 85,887**	$ 41,600	$ 38,415
Income attributable to preferred stock	**—**	(802)	(1,102)
Income attributable to other classes of common stock	**—**	—	(21)
Net income allocated to Class A common stockholders	**$ 85,887**	$ 40,798	$ 37,292
Weighted-average Class A shares issued and outstanding	**50,482**	49,535	51,332
Basic earnings per Class A common share	**$ 1.70**	$ 0.82	$ 0.73
Diluted earnings per Class A common share			
Net income allocated to Class A common stockholders	**$ 85,887**	$ 40,798	$ 37,292
Re-allocated earnings	**—**	20	11
Diluted net income allocated to Class A common stockholders	**$ 85,887**	$ 40,818	$ 37,303
Weighted-average Class A shares issued and outstanding	**50,482**	49,535	51,332
Dilutive potential common shares:			
Stock options	**809**	507	293
Service based restricted stock units	**1,445**	650	124
Performance based restricted stock units	**462**	103	119
Employee stock purchase plan	**—**	2	7
Diluted weighted-average Class A shares issued and outstanding	**53,198**	50,797	51,875
Diluted earnings per Class A common share	**$ 1.61**	$ 0.80	$ 0.72

For the periods presented, we excluded all shares of convertible preferred stock and certain restricted stock units and stock options outstanding, which could potentially dilute basic EPS in the future, from the computation of diluted EPS as their effect was anti-dilutive. Additionally, we have excluded any performance based restricted stock units for which the performance contingency has not been met as of the end of the period, or whereby the result of including such awards was anti-dilutive. The following table shows the weighted-average number of anti-dilutive shares excluded from the diluted EPS calculation:

	Year Ended December 31,		
	2017	2016	2015
	(In thousands)		
Class A common stock			
Options to purchase Class A common stock	**56**	124	650
Restricted stock units	**20**	2	31
Performance based restricted stock units	**199**	67	—
Conversion of convertible preferred stock	**—**	974	1,518
Total options, restricted stock units and convertible preferred stock	**275**	1,167	2,199

Note 15—Fair Value Measurements

We determine the fair values of our financial instruments based on the fair value hierarchy established under applicable accounting guidance which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs used to measure fair value.

For more information regarding the fair value hierarchy and how we measure fair value, see *Note 2 — Summary of Significant Accounting Policies*.

As of December 31, 2017 and 2016, our assets and liabilities carried at fair value on a recurring basis were as follows:

	Level 1	Level 2	Level 3	Total Fair Value
December 31, 2017		(In thousands)		
Assets				
Corporate bonds	**$ —**	**$ 1,000**	**$ —**	**$ 1,000**
U.S. Treasury notes	**—**	**10,875**	**—**	**10,875**
Agency mortgage-backed securities	**—**	**120,034**	**—**	**120,034**
Municipal bonds	**—**	**739**	**—**	**739**
Asset-backed securities	**—**	**20,861**	**—**	**20,861**
Total assets	**$ —**	**$ 153,509**	**$ —**	**$ 153,509**
Liabilities				
Contingent consideration	**$ —**	**$ —**	**$ 17,358**	**$ 17,358**
December 31, 2016				
Assets				
Corporate bonds	$ —	$ 21,535	$ —	$ 21,535
Commercial paper	—	12,430	—	12,430
U.S. Treasury notes	—	21,563	—	21,563
Agency securities	—	4,001	—	4,001
Agency mortgage-backed securities	—	117,491	—	117,491
Municipal bonds	—	1,430	—	1,430
Asset-backed securities	—	29,976	—	29,976
Total assets	$ —	$ 208,426	$ —	$ 208,426
Liabilities				
Contingent consideration	$ —	$ —	$ 8,634	$ 8,634

We based the fair value of our fixed income securities held as of December 31, 2017 and 2016 on quoted prices in active markets for similar assets. We had no transfers between Level 1, Level 2 or Level 3 assets or liabilities during the years ended December 31, 2017 and 2016.

The following table presents changes in our contingent consideration payable for the years ended December 31, 2017, 2016 and 2015, which is categorized in Level 3 of the fair value hierarchy:

	Year Ended December 31,		
	2017	2016	2015
		(In thousands)	
Balance, beginning of period	**$ 8,634**	$ 13,889	$ 23,160
Issuance	**21,500**	—	—
Payments of contingent consideration	**(3,104)**	(2,755)	(1,071)
Change in fair value of contingent consideration	**(9,672)**	(2,500)	(8,200)
Balance, end of period	**$ 17,358**	$ 8,634	$ 13,889

Note 16—Fair Value of Financial Instruments

The following describes the valuation technique for determining the fair value of financial instruments, whether or not such instruments are carried at fair value on our consolidated balance sheets.

Short-term Financial Instruments

Our short-term financial instruments consist principally of unrestricted and restricted cash and cash equivalents, settlement assets and obligations, and obligations to customers. These financial instruments are short-term in nature, and, accordingly, we believe their carrying amounts approximate their fair values. Under the fair value hierarchy, these instruments are classified as Level 1.

Investment Securities

The fair values of investment securities have been derived using methodologies referenced in *Note 2 — Summary of Significant Accounting Policies.* Under the fair value hierarchy, our investment securities are classified as Level 2.

Loans

We determined the fair values of loans by discounting both principal and interest cash flows expected to be collected using a discount rate commensurate with the risk that we believe a market participant would consider in determining fair value. Under the fair value hierarchy, our loans are classified as Level 3.

Deposits

The fair value of demand and interest checking deposits and savings deposits is the amount payable on demand at the reporting date. We determined the fair value of time deposits by discounting expected future cash flows using market-derived rates based on our market yields on certificates of deposit, by maturity, at the measurement date. Under the fair value hierarchy, our deposits are classified as Level 2.

Contingent Consideration

The fair value of contingent consideration obligations are estimated through valuation models designed to estimate the probability of such contingent payments based on various assumptions. Estimated payments are discounted using present value techniques to arrive at an estimated fair value. Our contingent consideration payable is classified as Level 3 because we use unobservable inputs to estimate fair value, including the probability of achieving certain earnings thresholds and appropriate discount rates. Changes in fair value of contingent consideration are recorded through operating expenses.

Note Payable

The fair value of our note payable is based on borrowing rates currently required of loans with similar terms, maturity and credit risk. The carrying amount of our note payable approximates fair value because the base interest rate charged varies with market conditions and the credit spread is commensurate with current market spreads for issuers of similar risk. The fair value of the note payable is classified as a Level 2 liability in the fair value hierarchy.

Fair Value of Financial Instruments

The carrying values and fair values of certain financial instruments that were not carried at fair value, excluding short-term financial instruments for which the carrying value approximates fair value, at December 31, 2017 and 2016 are presented in the table below.

	December 31, 2017		December 31, 2016	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
	(In thousands)			
Financial Assets				
Loans to bank customers, net of allowance	**$ 18,570**	**$ 18,102**	$ 6,059	$ 5,421
Financial Liabilities				
Deposits	**$ 1,022,180**	**$ 1,022,102**	$ 737,414	$ 737,356
Note payable	**$ 79,611**	**$ 79,611**	$ 100,686	$ 100,686

Note 17—Concentrations of Credit Risk

Financial instruments that subject us to concentration of credit risk consist primarily of unrestricted cash and cash equivalents, restricted cash, investment securities, accounts receivable, loans and settlement assets. We deposit our unrestricted cash and cash equivalents and our restricted cash with regional and national banking institutions that we periodically monitor and evaluate for creditworthiness. Credit risk for our investment securities is mitigated by the types of investment securities in our portfolio, which must comply with strict investment guidelines that we believe appropriately ensures the preservation of invested capital. Credit risk for our accounts receivable is concentrated with card issuing banks and our customers, and this risk is mitigated by the relatively short collection period and our large customer base. We do not require or maintain collateral for accounts receivable. We maintain reserves for uncollectible overdrawn accounts and uncollectible trade receivables. With respect to our loan portfolio (excluding secured credit cards), approximately 92.9% of our borrowers reside in the state of Utah and approximately 41.7% in the city of Provo. Consequently, this loan portfolio is susceptible to any adverse market or environmental conditions that may impact this specific geographic region. Credit risk associated with our secured credit card portfolio is mitigated by collateral provided by the borrower in the amount of their credit limit. Credit risk for our settlement assets is concentrated with our retail distributors, which we periodically monitor.

Note 18—Defined Contribution Plan

On January 1, 2004, we established a defined contribution savings plan under Section 401(k) of the Internal Revenue Code. Employees who have attained at least 21 years of age are generally eligible to participate in the plan on the first day of the calendar month following the month in which they commence service with us. Participants may make pre-tax contributions to the plan from their eligible earnings up to the statutorily prescribed annual limit on pre-tax contributions under the code. We may contribute to the plan at the discretion of our board of directors. Currently, employer contributions amount to 25% of the first 5% of a participant's eligible compensation. Our contributions are allocated in the same manner as that of the participant’s elective contributions. We made contributions to the plan of $1.1 million, $0.8 million, and $0.9 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Note 19—Commitments and Contingencies

In December 2011, we entered into a ten-year office lease for 140,000 square feet of office space in Pasadena, California. This facility serves as our corporate headquarters. The initial term of the lease is ten years and is scheduled to expire on October 31, 2022. Through our wholly owned subsidiaries, we also lease various office facilities and maintain smaller administrative or project offices. Our total rental expense for these and former leases amounted to $7.2 million, $8.0 million and $8.8 million for the years ended December 31, 2017, 2016 and 2015, respectively.

At December 31, 2017, the future minimum aggregate rental commitment under all operating leases and minimum annual payments through various agreements with vendors and retail distributors was as follows:

Year ending December 31,	Operating Leases	Vendor/Retail Distributor Commitments
	(In thousands)	
2018	$ 7,483	$ 26,260
2019	6,784	11,673
2020	6,629	4,450
2021	6,273	13
2022	5,064	—
Total of future commitments	$ 32,233	$ 42,396

In the event we terminate our processing services agreement for convenience, we are required to pay a single lump sum equal to any minimum payments remaining on the date of termination. These future minimum obligations are included in our vendor and retail distributor commitments.

In addition to the above contractual obligations, our definitive agreement to acquire all of the equity interests of UniRush provides for a minimum $4 million annual earn-out payment for five years following the closing.

As of December 31, 2017 and 2016, we had $0.5 million outstanding in standby letters of credit related to our corporate facility lease.

Note 19—Commitments and Contingencies (continued)

Litigation and Claims

In the ordinary course of business, we are a party to various legal proceedings, including, from time to time, actions which are asserted to be maintainable as class action suits. We review these actions on an ongoing basis to determine whether it is probable and estimable that a loss has occurred and use that information when making accrual and disclosure decisions. We have provided reserves where necessary for all claims and, based on current knowledge and in part upon the advice of legal counsel, all matters are believed to be adequately covered by insurance, or, if not covered, we do not expect the outcome in any legal proceedings, individually or collectively, to have a material adverse impact on our financial condition or results of operations.

During the year ended December 31, 2017, we recorded a $7.5 million reduction to our contingent consideration liability associated with an earn-out provision for the acquisition of our tax refund processing business. The third and final performance period under the earn-out provision ended on June 30, 2017. The reduction represents our firm belief that our tax refund processing business did not achieve its earn-out performance target for the fiscal period ending June 30, 2017 and therefore, the total potential payout of $26 million has not been accrued on our balance sheet as of December 31, 2017. We are currently in the process of trying to resolve the final earn-out calculation with the selling shareholders based on the provisions of the contract and will likely require a neutral third party to make a final determination. To the extent there is an unfavorable resolution for the earn-out payment, we may be required to make payment of up to $26 million.

During the quarter ended June 30, 2016, we continued our planned conversion of customer files from our legacy third-party card processor to our new third-party card processor. As part of the conversion process, a small percentage of our active cardholders experienced limited disruptions in service. As a result of this limited disruption in service, two putative class action complaints were filed during the second quarter of 2016. Any settlement amount paid to resolve the consolidated class actions will be borne equally between us and the third-party card processor. We recorded an estimated accrual of approximately $2.3 million, which represents our portion of the estimated total settlement amount, all of which our insurance carrier has agreed to reimburse us. These amounts are recorded in other accrued liabilities and account receivable on our consolidated balance sheet as of December 31, 2017.

During the year ended December 31, 2017, we incurred a $3.5 million expense in connection with the settlement of a lawsuit. We recorded this settlement within other general and administrative expenses on our consolidated statement of operations.

Other Matters

We monitor the laws of all 50 states to identify state laws or regulations that apply (or may apply) to our products and services. We have obtained money transmitter licenses (or similar such licenses) where applicable, based on advice of counsel or when we have been requested to do so. If we were found to be in violation of any laws and regulations governing banking, money transmitters, electronic fund transfers, or money laundering in the United States or abroad, we could be subject to penalties or could be forced to change our business practices.

From time to time we enter into contracts containing provisions that contingently require us to indemnify various parties against claims from third parties. These contracts primarily relate to: (i) contracts with our card issuing banks, under which we are responsible to them for any unrecovered overdrafts on cardholders' accounts; (ii) certain real estate leases, under which we may be required to indemnify property owners for environmental and other liabilities, and other claims arising from our use of the premises; (iii) certain agreements with our officers, directors, and employees, under which we may be required to indemnify these persons for liabilities arising out of their relationship with us; and (iv) contracts under which we may be required to indemnify our retail distributors, suppliers, vendors and other parties with whom we have contracts against claims arising from certain of our actions, omissions, violations of law and/or infringement of patents, trademarks, copyrights and/or other intellectual property rights.

Generally, a maximum obligation under these contracts is not explicitly stated. Because the obligated amounts associated with these types of agreements are not explicitly stated, the overall maximum amount of the obligation cannot be reasonably estimated. With the exception of overdrafts on cardholders' accounts, historically, we have not been required to make payments under these and similar contingent obligations, and no liabilities have been recorded for these obligations in our consolidated balance sheets.

For additional information regarding overdrafts on cardholders' accounts, refer to *Note 5 — Accounts Receivable*.

Note 20—Significant Customer Concentration

A credit concentration may exist if customers are involved in similar industries, economic sectors, and geographic regions. Our retail distributors operate in similar economic sectors but diverse domestic geographic regions. The loss of a significant retail distributor could have a material adverse effect upon our card sales, profitability, and revenue growth.

Revenue Concentrations

Revenues derived from our products sold at retail distributors constituting greater than 10% of our total operating revenues were as follows:

	Year Ended December 31,		
	2017	2016	2015
Walmart	**40%**	45%	46%

No other retail distributor or partner made up greater than 10% of our total operating revenues for the years ended December 31, 2017, 2016, and 2015.

Settlement Asset Concentrations

Settlement assets derived from our products sold at at retail distributors constituting greater than 10% of the settlement assets outstanding on our consolidated balance sheets were as follows:

	December 31, 2017	December 31, 2016
Walmart	**33%**	42%

Note 21—Regulatory Requirements

Our subsidiary bank, Green Dot Bank, is a member bank of the Federal Reserve System and our primary regulator is the Federal Reserve Board. We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines, we must meet specific capital guidelines that involve quantitative measures of the assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Note 21—Regulatory Requirements (continued)

As of December 31, 2017 and 2016, we were categorized as "well capitalized" under the regulatory framework. There were no conditions or events since December 31, 2017 which management believes would have changed our category as "well capitalized." Our capital ratios and related regulatory requirements were as follows:

	December 31, 2017				
		Amount	Ratio	Regulatory Minimum	"Well-capitalized" Minimum
	(In thousands, except ratios)				
Green Dot Corporation:					
Tier 1 leverage	**$**	**236,885**	**15.6%**	**4.0%**	**n/a**
Common equity Tier 1 capital	**$**	**236,885**	**45.3%**	**4.5%**	**n/a**
Tier 1 capital	**$**	**236,885**	**45.3%**	**6.0%**	**6.0%**
Total risk-based capital	**$**	**240,509**	**46.0%**	**8.0%**	**10.0%**
Green Dot Bank:					
Tier 1 leverage	**$**	**95,461**	**10.2%**	**4.0%**	**5.0%**
Common equity Tier 1 capital	**$**	**95,461**	**37.5%**	**4.5%**	**6.5%**
Tier 1 capital	**$**	**95,461**	**37.5%**	**6.0%**	**8.0%**
Total risk-based capital	**$**	**95,752**	**37.6%**	**8.0%**	**10.0%**

	December 31, 2016				
		Amount	Ratio	Regulatory Minimum	"Well-capitalized" Minimum
	(In thousands, except ratios)				
Green Dot Corporation:					
Tier 1 leverage	$	332,101	24.3%	4.0%	n/a
Common equity Tier 1 capital	$	332,101	61.0%	4.5%	n/a
Tier 1 capital	$	332,101	61.0%	6.0%	6.0%
Total risk-based capital	$	333,288	61.2%	8.0%	10.0%
Green Dot Bank:					
Tier 1 leverage	$	139,491	17.0%	4.0%	5.0%
Common equity Tier 1 capital	$	139,491	54.8%	4.5%	6.5%
Tier 1 capital	$	139,491	54.8%	6.0%	8.0%
Total risk-based capital	$	139,768	54.9%	8.0%	10.0%

The year-over-year decline in the capital ratios of Green Dot Corporation was primarily driven by the acquisition of UniRush in February 2017 as goodwill and intangible assets acquired reduce common equity Tier 1 capital, Tier 1 capital and total capital. Additionally, our regulatory capital decreased as a result of our $50 million ASR completed in 2017.

Note 22— Selected Unaudited Quarterly Financial Information

The following tables set forth a summary of our quarterly financial information for each of the four quarters in 2017 and 2016:

	2017			
	Q4	Q3	Q2	Q1
	(In thousands, except per share data)			
Total operating revenues	$ 212,989	$ 201,613	$ 222,548	$ 253,001
Total operating expenses	209,284	188,561	202,357	191,625
Operating income	3,705	13,052	20,191	61,376
Interest income, net	1,917	1,238	790	1,189
Income before income taxes	5,622	14,290	20,981	62,565
Income tax (benefit) expense	(6,606)	651	1,715	21,811
Net income	$ 12,228	$ 13,639	$ 19,266	$ 40,754
Earnings per common share				
Basic				
Class A common stock	$ 0.24	$ 0.27	$ 0.39	$ 0.81
Diluted				
Class A common stock	$ 0.23	$ 0.26	$ 0.37	$ 0.78

	2016			
	Q4	Q3	Q2	Q1
	(In thousands, except per share data)			
Total operating revenues	$ 162,768	$ 154,494	$ 173,488	$ 228,024
Total operating expenses	166,290	155,011	160,619	173,538
Operating (loss) income	(3,522)	(517)	12,869	54,486
Interest income (expense), net	393	207	125	(2,480)
(Loss) income before income taxes	(3,129)	(310)	12,994	52,006
Income tax (benefit) expense	(1,784)	(2,347)	4,968	19,124
Net (loss) income	$ (1,345)	$ 2,037	$ 8,026	$ 32,882
(Loss) earnings per common share				
Basic				
Class A common stock	$ (0.03)	$ 0.04	$ 0.16	$ 0.64
Diluted				
Class A common stock	$ (0.03)	$ 0.04	$ 0.16	$ 0.63

Note 23—Segment Information

Our operations are comprised of two reportable segments: 1) Account Services and 2) Processing and Settlement Services. We identified our reportable segments based on factors such as how we manage our operations and how our chief operating decision maker views results. Our chief operating decision maker organizes and manages our business primarily on the basis of product and service offerings and uses operating income to assess profitability.

The Account Services segment consists of revenues and expenses derived from our branded and private label deposit account programs. These programs include Green Dot-branded and affinity-branded GPR card accounts, private label GPR card accounts, checking accounts, payroll cards and open-loop gift cards. The Processing and Settlement Services segment consists principally of revenues and expenses derived from reload services through the Green Dot Network, money processing and our tax refund processing services. The Corporate and Other segment primarily consists of eliminations of intersegment revenues and expenses, unallocated corporate expenses, depreciation and amortization, and other costs that are not considered when management evaluates segment performance. We do not evaluate performance or allocate resources based on segment asset data, and therefore such information is not presented.

Note 23—Segment Information (continued)

The following tables present certain financial information for each of our reportable segments for the periods then ended:

	Year Ended December 31, 2017			
	Account Services	Processing and Settlement Services	Corporate and Other	Total
	(In thousands)			
Operating revenues	**$ 693,103**	**$ 228,444**	**$ (31,396)**	**$ 890,151**
Operating expenses	**549,375**	**166,444**	**76,008**	**791,827**
Operating income	**$ 143,728**	**$ 62,000**	**$ (107,404)**	**$ 98,324**

	Year Ended December 31, 2016			
	Account Services	Processing and Settlement Services	Corporate and Other	Total
	(In thousands)			
Operating revenues	$ 544,271	$ 203,569	$ (29,066)	$ 718,774
Operating expenses	454,187	137,296	63,975	655,458
Operating income	$ 90,084	$ 66,273	$ (93,041)	$ 63,316

	Year Ended December 31, 2015			
	Account Services	Processing and Settlement Services	Corporate and Other	Total
	(In thousands)			
Operating revenues	$ 531,410	$ 195,000	$ (31,710)	$ 694,700
Operating expenses	440,669	133,539	61,163	635,371
Operating income	$ 90,741	$ 61,461	$ (92,873)	$ 59,329

ITEM 9. Changes in and Disagreement With Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Disclosure controls and procedures — Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 13d-15(e)), and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) at the end of the period covered by this report. Based on such evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that, at the end of such period, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Report of management on internal control over financial reporting — Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Green Dot Corporation. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework* by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

Our management concluded that, as of December 31, 2017, our internal control over financial reporting was effective based on these criteria.

Ernst & Young LLP, an independent registered public accounting firm, has issued an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2017, which is included in Part II, Item 8 of this Annual Report on Form 10-K.

Change in internal control over financial reporting — There was no material change in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the three months ended December 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls — Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

ITEM 9B. Other Information

None.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

The information required by this Item is incorporated by reference to our proxy statement for our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the year ended December 31, 2017.

ITEM 11. Executive Compensation

The information required by this Item is incorporated by reference to our proxy statement for our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the year ended December 31, 2017.

ITEM 12. Securities Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item is incorporated by reference to our proxy statement for our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the year ended December 31, 2017.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated by reference to our proxy statement for our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the year ended December 31, 2017.

ITEM 14. Principal Accounting Fees and Services

The information required by this Item is incorporated by reference to our proxy statement for our 2018 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the year ended December 31, 2017.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as exhibits to this report:

1. Financial Statements

The Index to Consolidated Financial Statements in Item 8 of this report is incorporated herein by reference as the list of financial statements required as part of this report.

2. Financial Statement Schedules

All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto.

3. Exhibits: The following exhibits are filed as part of or furnished with this annual report on Form 10-K as applicable:

		Incorporated by Reference			
Exhibit Number	**Exhibit Title**	**Form**	**Date**	**Number**	**Filed Herewith**
2.1^	Equity Purchase Agreement, dated as of January 25, 2017, by and among Green Dot Corporation, Empowerment Ventures, LLC and UniRush, LLC.	8-K	January 30, 2017	2.1	
3.1	Tenth Amended and Restated Certificate of Incorporation of the Registrant.	S-1(A2)	April 26, 2010	3.02	
3.2	Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Green Dot Corporation.	8-K	May 31, 2017	3.1	
3.3	Amended and Restated Bylaws of the Registrant.	8-K	December 19, 2016	3.1	
3.4	Certificate of Designations of Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock of Green Dot Corporation dated as of December 8, 2011.	8-K	December 14, 2011	3.01	
10.1*	Form of Indemnity Agreement.	S-1(A4)	June 29, 2010	10.01	
10.2*	Second Amended and Restated 2001 Stock Plan and forms of notice of stock option grant, stock option agreement and stock option exercise letter.	S-1(A3)	June 2, 2010	10.02	
10.3*	Green Dot Corporation 2010 Equity Incentive Plan, as amended (including related form agreements).	8-K	May 31, 2017	10.1	
10.4*	2010 Employee Stock Purchase Plan.	S-1(A4)	June 29, 2010	10.19	
10.5	Lease Agreement between the Registrant and Wells REIT II - Pasadena Corporate Park L.P., dated December 5, 2011	10-K	February 29, 2012	10.8	
10.6†	Amended and Restated Walmart MoneyCard Program Agreement dated as of May 1, 2015 by and among the Registrant, Green Dot Bank, Wal-Mart Stores, Inc., Walmart Stores Texas L.P., Wal-Mart Louisiana, LLC, Wal-Mart Stores Arkansas, LLC, Wal-Mart Stores East, L.P. and Wal-Mart Puerto Rico, Inc.	10-Q	August 10, 2015	10.01	
10.7††	Amendment No. 1 to Amended and Restated Walmart MoneyCard Program Agreement dated as of May 2, 2016 by and among the Registrant, Green Dot Bank, Wal-Mart Stores, Inc., Wal-Mart Stores Texas LLC, Wal-Mart Louisiana, LLC, Wal-Mart Stores Arkansas, LLC, Wal-Mart Stores East, L.P., and Wal-Mart Puerto Rico, Inc.				X

Exhibit Number	Exhibit Title	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
10.8††	Amendment No. 2 to Amended and Restated Walmart MoneyCard Program Agreement dated as of June 20, 2016 by and among the Registrant, Green Dot Bank, Wal-Mart Stores, Inc., Wal-Mart Stores Texas LLC, Wal-Mart Louisiana, LLC, Wal-Mart Stores Arkansas, LLC, Wal-Mart Stores East, L.P., and Wal-Mart Puerto Rico, Inc.				X
10.9††	Amendment No. 3 to Amended and Restated Walmart MoneyCard Program Agreement dated as of August 1, 2017 by and among the Registrant, Green Dot Bank, Wal-Mart Stores, Inc., Wal-Mart Stores Texas LLC, Wal-Mart Louisiana, LLC, Wal-Mart Stores Arkansas, LLC, Wal-Mart Stores East, L.P., and Wal-Mart Puerto Rico, Inc.				X
10.10	Amendment No. 4 to Amended and Restated Walmart MoneyCard Program Agreement dated as of September 15, 2017 by and among the Registrant, Green Dot Bank, Wal-Mart Stores, Inc., Wal-Mart Stores Texas LLC, Wal-Mart Louisiana, LLC, Wal-Mart Stores Arkansas, LLC, Wal-Mart Stores East, L.P., and Wal-Mart Puerto Rico, Inc.				X
10.11	Credit Agreement, dated as of October 23, 2014, by and between the Registrant, Bank of America, N.A., and the other lenders party thereto.	8-K	October 24, 2014	10.1	
10.12	First Amendment to Credit Agreement and Consent, dated as of February 12, 2015, by and between the Registrant, Wells Fargo Bank, National Association, Bank of America, N.A., and other lenders party thereto.	10-K	February 29, 2016	10.8	
10.13	Second Amendment to Credit Agreement and Consent, dated as of December 11, 2015, by and between the Registrant, Bank of America, N.A., and other lenders party thereto.	10-K	February 29, 2016	10.9	
10.14	Third Amendment to Credit Agreement and Consent, dated as of April 7, 2016, by and between the Registrant, Bank of America, N.A., and other lenders party thereto.	10-K	February 27, 2017	10.10	
10.15	Fourth Amendment to Credit Agreement and Consent, dated as of February 24, 2017, by and between the Registrant, Bank of America, N.A., and other lenders party thereto.				X
10.16†	Processing Services Agreement dated as of December 19, 2013 by and among the Registrant and MasterCard International Incorporated.	10-Q/A	June 7, 2017	10.1	
10.17*	Employment letter agreement, dated September 16, 2016, between the Registrant and Steven W. Streit.	8-K	September 22, 2016	10.01	
10.18*	Employment letter agreement, dated April 13, 2017, between the Registrant and Mark L. Shifke.	8-K	April 17, 2017	10.01	
10.19*	Employment letter agreement, dated November 3, 2016, between the Registrant and Brett Narlinger.				X
10.20*	Employment letter agreement, dated September 29, 2017, between the Registrant and Konrad Alt.				X
10.21*	Form of Executive Severance Agreement.	S-1(A2)	April 26, 2010	10.12	
10.22*	Performance-based restricted stock units award agreement between the Registrant and Steven W. Streit.	10-Q	May 11, 2015	10.9	
10.23*	Performance-based restricted stock units award agreement between the Registrant and Steven W. Streit.	8-K	March 31, 2016	10.02	
10.24*	Performance-based restricted stock units award agreement between the Registrant and Steven W. Streit.	8-K	April 5, 2017	10.02	
10.25*	Green Dot Corporation Corporate Transaction Policy	8-K	April 9, 2015	10.01	

Exhibit Number	Exhibit Title	Incorporated by Reference Form	Date	Number	Filed Herewith
10.26*	2017 Executive Officer Incentive Bonus Plan	8-K	April 5, 2017	10.01	
21.1	Subsidiaries of Green Dot Corporation				X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.				X
24.1	Power of Attorney (included on the signature page of this Annual Report on Form 10-K).				X
31.1	Certification of Steven W. Streit, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Mark Shifke, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Steven W. Streit, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Certification of Mark Shifke, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document**				X
101.SCH	XBRL Taxonomy Extension Schema Document**				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**				X

^ Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Green Dot hereby undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.

* Indicates management contract or compensatory plan or arrangement.

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended ("Securities Act"), are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended ("Exchange Act"), and otherwise are not subject to liability under those sections. The Interactive Data File will be filed by amendment to this Form 10-K within 30 days of the filing date of this Form 10-K, as permitted by Rule 405(a)(2)(ii) of Regulation S-T.

† Registrant has omitted portions of the referenced exhibit and filed such exhibit separately with the Securities and Exchange Commission pursuant to a grant of confidential treatment under Rule 406 or Rule 24b-2 promulgated under the Securities Act or Rule 24b-2 promulgated under the Exchange Act.

†† Confidential treatment has been requested with regard to certain portions of this document. Such portions were filed separately with the Commission.

ITEM 16. Form 10-K Summary

None.

SIGNATURE

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

Date:	February 27, 2018	By:	/s/ Steven W. Streit
		Name:	Steven W. Streit
		Title:	President, Chief Executive Officer, Director

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Steven W. Streit, John C. Ricci, and Mark Shifke, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

	Signature	Title	Date
By:	/s/ Steven W. Streit	President, Chief Executive Officer, and Director (Principal Executive Officer)	February 27, 2018
Name:	Steven W. Streit		
By:	/s/ Mark Shifke	Chief Financial Officer (Principal Financial Officer)	February 27, 2018
Name:	Mark Shifke		
By:	/s/ Jess Unruh	Chief Accounting Officer (Principal Accounting Officer)	February 27, 2018
Name:	Jess Unruh		
By:	/s/ William I. Jacobs	Chairman/Presiding Director	February 27, 2018
Name:	William I. Jacobs		
By:	/s/ Kenneth C. Aldrich	Director	February 27, 2018
Name:	Kenneth C. Aldrich		
By:	/s/ J. Chris Brewster	Director	February 27, 2018
Name:	J. Chris Brewster		
By:	/s/ Glinda Bridgforth Hodges	Director	February 27, 2018
Name:	Glinda Bridgforth Hodges		
By:	/s/ Rajeev V. Date	Director	February 27, 2018
Name:	Rajeev V. Date		
By:	/s/ Saturnino Fanlo	Director	February 27, 2018
Name:	Saturnino Fanlo		
By:	/s/ George W. Gresham	Director	February 27, 2018
Name:	George W. Gresham		
By:	/s/ George T. Shaheen	Director	February 27, 2018
Name:	George T. Shaheen		

[*] Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

AMENDMENT NO. 1 TO

AMENDED AND RESTATED

WALMART MONEYCARD PROGRAM AGREEMENT

This Amendment No. 1 to the Amended and Restated Walmart MoneyCard Program Agreement **("Amendment")** is made as of May 2, 2016 ("Amendment Effective Date"), by and among ***Wal-Mart Stores, Inc.,*** a Delaware corporation, ***Wal-Mart Stores Texas L.L.C.,*** a Delaware limited liability company, ***Wal-Mart Louisiana, LLC,*** a Delaware limited liability company, ***Wal-Mart Stores Arkansas, LLC,*** an Arkansas limited liability company, ***Wal-Mart Stores East, L.P.,*** a Delaware limited partnership and ***Wal-Mart Puerto Rico, Inc.,*** a Puerto Rico corporation (each of the foregoing entities, individually and collectively, **"Retailer"),** (2) ***Green Dot Corporation*** **("GDC" or "Green Dot"),** a Delaware corporation, and (3) ***Green Dot Bank,*** a Utah chartered Fed member bank and wholly owned subsidiary of GDC **("Bank").** Each of the foregoing parties is sometimes referred to herein as **"Party,"** and collectively they are referred to as the **"Parties."**

WHEREAS, Retailer, Green Dot and Bank are party to that certain Amended and Restated Walmart Money Card Program Agreement, dated as of May 1, 2015 (as amended,"Agreement");

WHEREAS, pursuant to the Agreement, Retailer markets and sells the MoneyCard (as defined in the Agreement);

WHEREAS, Retailer, Bank and Green Dot desire to amend the Agreement to provide for a no-fee cash-off option for MoneyCards at Retailer's stores, as further set forth herein;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

1. Capitalized terms used in this Amendment and not specifically defined in this Amendment have the meaning ascribed to such terms in the Agreement.

2. Section 1.1 of the Agreement is amended by adding the following definition after the definition of "Cardholder Website" and before the definition of "CEOs":

"Cash-Off Services" means services whereby a Cardholder, upon presentation and swipe of a MoneyCard at a point-of-sale terminal at a Store and Retailer's receipt of an authorization for such transaction from GDC or Bank, may receive at a point-of-sale terminal at such

Store cash from available funds from the balance of the Cardholder's MoneyCard in an amount requested by the Cardholder but not exceeding $1,000 per transaction.

3. Section 1.1 of the Agreement is amended by deleting the definition of "Daily Report" in its entirety and replacing it with the following:

"Daily Report" means a written report from GDC to Retailer identifying (i) the Gross Settlement Amount due Bank for each Billing Period; (ii) the amount of cash (disbursements from completed Cash-Off Services transactions due Retailer for each Billing Period; and (iii) the service fee payable to Walmart for Cash-Off Services transactions.

4. Section 1.1 of the Agreement is amended by deleting the definition of "Services" in its entirety and replacing it with the following:

"Services" means the POS Loads, POS Reloads, Cash-Off Services, and other related services in connection with the offering of the Products under this Agreement.

5. Section 2 of the Agreement is amended by the addition of a new Section 2.14 as set forth below:

2.14. <u>Cash-Off Services.</u> Effective upon a date to be mutually agreed upon by the Parties, Retailer agrees to provide, and Green Dot agrees to pay for, Cash-Off Services at the Stores. Retailer will not charge Cardholders a fee for Cash-Off Services. Green Dot will pay Retailer a service fee equal to [*] ([*]) for each such completed Cash-Off Services transaction where no customer fee is charged, to be paid monthly at the same time as GDC's payment of Retailer's share of Total Program Revenue in accordance with Section 3.2 of the Agreement.

6. <u>Miscellaneous.</u> Except as expressly amended or supplemented hereby, the terms and conditions of the Agreement shall remain in full force and effect. In the event of any inconsistency between the terms of this Amendment and the Agreement, the terms of this Amendment shall control. This Amendment may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together constitute one and the same agreement. The Parties may execute and deliver this Amendment electronically, including by facsimile.

[Signature page follows]

*Confidential Treatment Requested

IN WITNESS WHEREOF, Retailer, Bank and Green Dot have caused this Amendment to be executed by their respective officers or agents thereunto duly authorized as of the Amendment Effective Date.

WAL-MART STORES, INC.
WAL-MART STORES ARKANSAS, LLC
WAL-MART STORES EAST, L.P.
WAL-MART STORES TEXAS, L.L.C.
WAL-MART LOUISIANA, L.L.C
WAL-MART PUERTO RICO, INC.

By: /s/ Daniel J. Eckert
Name: Daniel J. Eckert
Title: Senior Vice President

GREEN DOT BANK

By: /s/ Lewis Goodwin
Name: Lewis Goodwin
Title: CEO & President

GREEN DOT CORPORATION

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

[*] Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

AMENDMENT NO. 2 TO

AMENDED AND RESTATED

WALMART MONEYCARD PROGRAM AGREEMENT

This Amendment No.2 to the Amended and Restated Walmart MoneyCard Program Agreement ("**Amendment**") is made as of June 20, 2016 ("**Amendment Effective Date**") by and among ***Wal-Mart Stores, Inc.***, a Delaware corporation, ***Wal-Mart Stores Texas L.L.C.***, a Delaware limited liability company, ***Wal-Mart Louisiana, LLC***, a Delaware limited liability company, ***Wal-Mart Stores Arkansas, LLC***, an Arkansas limited liability company, ***Wal-Mart Stores East, L.P.***, a Delaware limited partnership and ***Wal-Mart Puerto Rico, Inc.***, a Puerto Rico corporation (each of the foregoing entities, individually and collectively, "**Retailer**"), (2) ***Green Dot Corporation*** ("**GDC**" or "**Green Dot**"), a Delaware corporation, and (3) ***Green Dot Bank***, a Utah chartered Fed member bank and wholly owned subsidiary of GDC ("**Bank**"). Each of the foregoing parties is sometimes referred to herein as "**Party**," and collectively they are referred to as the "**Parties**."

WHEREAS, Retailer, Green Dot and Bank are party to that certain Amended and Restated Walmart Money Card Program Agreement, dated as of May 1, 2015 (as amended, "Agreement");

WHEREAS, pursuant to the Agreement, Retailer markets and sells the Walmart MoneyCard prepaid card issued by Bank and serviced by Green Dot (the "**MoneyCard**");

WHEREAS, Retailer, Bank and Green Dot desire to amend the Agreement to provide certain prize-linked reward features for the MoneyCard, as further set forth herein;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

1. Capitalized terms used in this Amendment and not specifically defined in this Amendment have the meaning ascribed to such terms in the Agreement.

2. Section 1.1 of the Agreement is amended by adding the following definition after the definition of "Prepaid Access Rule" and before the definition of "Product."

> "Prize Linked Rewards Program" means a rewards program pursuant to which periodic drawings will be held in which prizes will be awarded and pursuant to which eligible Cardholders in the United States and Puerto Rico will receive automatic entries into such

drawings tied to specific Cardholder behaviors linked to the MoneyCard's online vault feature.

3. Section 2 of the Agreement is amended by the addition of a new Section 2.15 as set forth below:

2.15. Prize Linked Rewards Program. In consultation with Retailer, Green Dot and Bank shall develop the Prize Linked Rewards Program and launch the same by August 1, 2016. Subject to the terms, conditions and provisions of this Section 2.15, the Prize Linked Rewards Program will terminate on July 31, 2017. Unless the Parties otherwise consent in writing, the total cash prizes awarded through the Prize Linked Rewards Program will not exceed $[*].

(a) Green Dot or Bank shall be solely responsible for developing and implementing the official rules for the Prize Linked Rewards Program and for implementing and administering the Prize Linked Rewards Program in accordance with Applicable Law and this Agreement, subject to Retailer's right to review and approve any official rules and terms and conditions for the Prize Linked Rewards Program. Green Dot and Bank will consult with Retailer with respect to the development, preparation and distribution of any and all disclosures, advertising, marketing or other consumer facing materials relating to the Prize Linked Rewards Program, and provide Retailer the opportunity to review and approve any proposed official rules, disclosures, advertising, marketing or other consumer facing materials for the Prize Linked Rewards Program. Retailer will review materials in a timely fashion, and will not unreasonably withhold, condition or delay any requisite approvals.

(b) Green Dot may retain one or more third party vendors to administer prize drawings and other aspects of the Prize Linked Rewards Program. As between Retailer and Green Dot and between Retailer and Bank, Green Dot is and will be responsible for any acts, errors or omissions of any third party vendor retained by Green Dot or Bank with respect to administration of the Prize Linked Rewards Program.

(c) The Parties, through the Program Management Committee or otherwise, will jointly review the performance of the Prize Linked Rewards Program on not less than a quarterly basis to determine whether or not to continue the Prize Linked Rewards Program. Prize Linked Rewards Program participation trends will be observed and measured to establish baseline metrics for program success not later than November 1, 2016. Prize Linked Rewards Program metrics will be compared to established baseline metrics monthly and if they do not meet established and agreed upon baselines for participation and growth, the Parties may choose to terminate the Prize Linked Rewards Program upon sixty days' written notice. In addition, subject to Applicable Law, Retailer may require Green Dot and Bank to terminate the Prize Linked Rewards Program for any reason by providing Green Dot and Bank with sixty days' written notice.

*Confidential Treatment Requested.

(d) Green Dot and Bank will be solely responsible for all costs and expenses for developing and administering the Prize Linked Rewards Program. [*].

4. The term "PrizeSavings" and the logo set forth below (or such other similar logo as developed by Retailer) will constitute a Retailer Mark, and Schedule 2.5(a) of the Agreement is amended to add such term and logo (or such other similar logo as developed by Retailer) as a Retailer Mark.

5. Except as expressly amended or supplemented hereby, the terms and conditions of the Agreement shall remain in full force and effect. In the event of any inconsistency between the terms of this Amendment and the Agreement, the terms of this Amendment shall control. This Amendment may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together constitute one and the same agreement. The Parties may execute and deliver this Amendment electronically, including by facsimile.

[Signature Page follows]

*Confidential Treatment Requested.

IN WITNESS WHEREOF, Retailer. Bank and Green Dot have caused this Amendment to be executed by their respective officers or agents thereunto duly authorized as of the Amendment Effective Date.

WAL-MART STORES, INC.
WAL-MART STORES ARKANSAS, LLC
WAL-MART STORES EAST, L.P.
WAL-MART STORES TEXAS, L.L.C.
WAL-MART LOUISIANA, L.L.C
WAL-MART PUERTO RICO, INC.

By: /s/ Daniel J. Eckert
Name: Daniel J. Eckert
Title: Senior Vice President

GREEN DOT BANK

By: /s/ Lewis Goodwin
Name: Lewis Goodwin
Title: President

GREEN DOT CORPORATION

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

Exhibit 10.9

[*] Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

AMENDMENT NO. 3 TO
AMENDED AND RESTATED
WALMART MONEY CARD PROGRAM AGREEMENT

This Amendment No. 3 to the Amended and Restated Walmart MoneyCard Program Agreement **("__Amendment__")** is made as of August 1, 2017 **("__Amendment Effective Date__")** by and among ***Wal-Mart Stores, Inc.,*** a Delaware corporation, ***Wal-Mart Stores Texas L.L.C.,*** a Delaware limited liability company, ***Wal-Mart Louisiana, LLC,*** a Delaware limited liability company, ***Wal-Mart Stores Arkansas, LLC,*** an Arkansas limited liability company, ***Wal-Mart Stores East, L.P.,*** a Delaware limited partnership and ***Wal-Mart Puerto Rico, Inc.,*** a Puerto Rico corporation (each of the foregoing entities, individually and collectively, **"__Retailer__"),** (2) ***Green Dot Corporation*** **("__GDC__" or "__Green Dot__"),** a Delaware corporation, and (3) ***Green Dot Bank,*** a Utah chartered Fed member bank and wholly owned subsidiary of GDC **("__Bank__").** Each of the foregoing parties is sometimes referred to herein as **"__Party,__"** and collectively they are referred to as the **"__Parties__."**

WHEREAS, Retailer, Green Dot and Bank are party to that certain Amended and Restated Walmart Money Card Program Agreement, dated as of May 1, 2015 (as amended, **"__Agreement__");**

WHEREAS, pursuant to the Agreement, Retailer markets and sells the Walmart MoneyCard prepaid card issued by Bank and serviced by Green Dot (the **"__MoneyCard__");**

WHEREAS, Retailer, Bank and Green Dot desire to amend the Agreement to provide certain prize· linked reward features for the MoneyCard, as further set forth herein;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

1. Capitalized terms used in this Amendment and not specifically defined in this Amendment have the meaning ascribed to such terms in the Agreement.

2. Section 1.1 of the Agreement is amended by adding the following definition after the definition of "Prepaid Access Rule" and before the definition of "Product."

> "Prize Linked Rewards Program" means a rewards program pursuant to which periodic drawings will be held in which prizes will be awarded and pursuant to which eligible Cardholders in the United States and Puerto Rico will receive automatic entries into such

drawings tied to specific Cardholder behaviors linked to the MoneyCard's online vault feature.

3. Section 2 of the Agreement is amended by the addition of a new Section 2.15 as set forth below:

2.15. Prize Linked Rewards Program. Retailer, Green Dot and Bank have developed, and previously launched, the Prize Linked Rewards Program. Subject to the terms, conditions and provisions of this Section 2.15, the Prize Linked Rewards Program will terminate on January 31, 2018. Unless the Parties otherwise consent in writing, the total cash prizes awarded through the Prize Linked Rewards Program will not exceed $[*].

(a) Green Dot or Bank shall be solely responsible for developing and implementing the official rules for the Prize Linked Rewards Program and for implementing and administering the Prize Linked Rewards Program in accordance with Applicable Law and this Agreement, subject to Retailer's right to review and approve any official rules and terms and conditions for the Prize Linked Rewards Program. Green Dot and Bank will consult with Retailer with respect to the development, preparation and distribution of any and all disclosures, advertising, marketing or other consumer facing materials relating to the Prize Linked Rewards Program, and provide Retailer the opportunity to review and approve any proposed official rules, disclosures, advertising, marketing or other consumer facing materials for the Prize Linked Rewards Program. Retailer will review materials in a timely fashion, and will not unreasonably withhold, condition or delay any requisite approvals.

(b) Green Dot may retain one or more third party vendors to administer prize drawings and other aspects of the Prize Linked Rewards Program. As between Retailer and Green Dot and between Retailer and Bank, Green Dot is and will be responsible for any acts, errors or omissions of any third party vendor retained by Green Dot or Bank with respect to administration of the Prize Linked Rewards Program.

(c) The Parties, through the Program Management Committee or otherwise, will jointly review the performance of the Prize Linked Rewards Program on not less than a quarterly basis to determine whether or not to continue the Prize Linked Rewards Program. Prize Linked Rewards Program participation trends will be observed and measured to establish baseline metrics for program success not later than October 1, 2016. Prize Linked Rewards Program metrics will be compared to established baseline metrics monthly and if they do not meet established and agreed upon baselines for participation and growth, the Parties may choose to terminate the Prize Linked Rewards Program upon sixty days' written notice. In addition, subject to Applicable Law, Retailer may require Green Dot and Bank to terminate the Prize Linked Rewards Program for any reason by providing Green Dot and Bank with sixty days' written notice.

(d) Green Dot and Bank will be solely responsible for all costs and expenses for developing and administering the Prize Linked Rewards Program. [*].

4. The term "PrizeSavings" and the logo set forth below (or such other similar logo as developed by Retailer) will constitute a Retailer Mark, and Schedule 2.5(a) of the Agreement is amended to add such term and logo (or such other similar logo as developed by Retailer) as a Retailer Mark.

5. Except as expressly amended or supplemented hereby, the terms and conditions of the Agreement shall remain in full force and effect. In the event of any inconsistency between the terms of this Amendment and the Agreement, the terms of this Amendment shall control. This Amendment may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together constitute one and the same agreement. The Parties may execute and deliver this Amendment electronically, including by facsimile.

[Signature Page follows]

*Confidential Treatment Requested.

IN WITNESS WHEREOF, Retailer, Bank and Green Dot have caused this Amendment to be executed by their respective officers or agents thereunto duly authorized as of the Amendment Effective Date.

WAL-MART STORES, INC.
WAL-MART STORES ARKANSAS, LLC
WAL-MART STORES EAST, L.P.
WAL-MART STORES TEXAS, L.L.C.
WAL-MART LOUISIANA, L.L.C
WAL-MART PUERTO RICO, INC.

By: /s/ Daniel J. Eckert
Name: Daniel J. Eckert
Title: Senior Vice President

GREEN DOT BANK

By: /s/ Mary Dent
Name: Mary Dent
Title: CEO

GREEN DOT CORPORATION

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

Exhibit 10.10

AMENDMENT NO.4 TO AMENDED AND RESTATED WALMART MONEY CARD PROGRAM AGREEMENT

This Amendment No.4 to the Amended and Restated Walmart MoneyCard Program Agreement (this "**Amendment**") is made as of September 15, 2017 ("**Amendment Effective Date**") by and among ***Wal-Mart Stores, Inc.***, a Delaware corporation, ***Wal-Mart Stores Texas L.L.C.***, a Delaware limited liability company, ***Wal-Mart Louisiana, LLC***, a Delaware limited liability company, ***Wal Mart Stores Arkansas, LLC***, an Arkansas limited liability company, ***Wal-Mart Stores East, L.P.***, a Delaware limited partnership and ***Wal-Mart Puerto Rico, Inc.***, a Puerto Rico corporation (each of the foregoing entities, individually and collectively, "**Retailer**"), (2) ***Green Dot Corporation*** ("**GDC**" or "**Green Dot**"), a Delaware corporation, and (3) ***Green Dot Bank***, a Utah chartered Fed member bank and wholly owned subsidiary of GDC ("**Bank**"). Each of the foregoing parties is sometimes referred to herein as "**Party**," and collectively they are referred to as the "**Parties**."

WHEREAS, Retailer, Green Dot and Bank are party to that certain Amended and Restated Walmart Money Card Program Agreement, dated as of May 1, 2015 (as amended, "**Agreement**");

WHEREAS, pursuant to the Agreement, Retailer markets and sells the Walmart MoneyCard prepaid card issued by Bank and serviced by Green Dot (the "**MoneyCard**");

WHEREAS, Retailer, Bank and Green Dot desire to amend the Agreement as set forth herein;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

1. Definitions. Capitalized terms used in this Amendment and not specifically defined in this Amendment have the meaning ascribed to such terms in the Agreement. The following capitalized terms used in this Amendment have the meaning ascribed to such terms below:

(a) "2018 Tax Preparation Season" means the period commencing November 1, 2017 and ending May 1, 2018.

(b) "Approved Professional Tax Preparers" means a professional tax preparer that, subject to the provisions hereof has been authorized by Green Dot pursuant to a written contract between such tax preparer and Green Dot or Green Dot's Affiliate Santa Barbara Tax Products Group, to offer the MoneyCard to such tax preparer's customers as a means of receiving federal and/or state income tax refunds.

2. 2018 Tax Promotion. Notwithstanding the requirement of Section 2.4(a) of the Agreement that Products be made available for purchase exclusively at Stores and the Cardholder Website, Retailer hereby agrees that, solely during the 2018 Tax Preparation Season, Green Dot may distribute MoneyCards via Approved Professional Tax Preparers. As between the Parties, Green Dot shall be

solely and directly responsible for the actions and omissions of Approved Professional Tax Preparers in connection with such MoneyCard distribution. The Parties will mutually agree on eligibility criteria for Approved Professional Tax Preparers, and Green Dot shall not authorize any Approved Professional Tax Preparer to offer or distribute MoneyCard unless and until such proposed Authorized Professional Tax Preparer meets all such eligibility criteria. Upon twenty-four hours' written notice to Green Dot, Retailer may object to the offering or distribution of MoneyCards by an Approved Professional Tax Preparer and Green Dot will promptly (but not later than twenty-four hours after receipt of Retailer's objection) take such action as is necessary to halt such Approved Professional Tax Preparer from further offering or distributing MoneyCards if (a) such action is necessary to comply with Applicable Law; (b) Retailer has reason to believe that such Authorized Professional Tax Preparer is engaging in fraudulent or illegal activity in connection with the offering or distribution of MoneyCards; or (c) Retailer determines in good faith that the offering or distribution of MoneyCards by such Approved Professional Tax Preparer would adversely affect or cause harm to Retailer's reputation, good will, name, brand, or Retailer Marks.

3. Miscellaneous. Except as expressly amended or supplemented hereby, the terms and conditions of the Agreement shall remain in full force and effect. In the event of any inconsistency between the terms of this Amendment and the Agreement, the terms of this Amendment shall control. This Amendment may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which together constitute one and the same agreement. The Parties may execute and deliver this Amendment electronically, including by facsimile.

IN WITNESS WHEREOF, Retailer, Bank and Green Dot have caused this Amendment to be executed by their respective officers or agents thereunto duly authorized as of the Amendment
Effective Date.

WAL-MART STORES, INC.
WAL-MART STORES ARKANSAS, LLC
WAL-MART STORES EAST, L.P.
WAL-MART STORES TEXAS, L.L.C.
WAL-MART LOUISIANA, L.L.C
WAL-MART PUERTO RICO, INC.

By: /s/ Kirsty Ward
Name: Kirsty Ward
Title: Vice President

GREEN DOT BANK

By: /s/ Mary Dent
Name: Mary Dent
Title: CEO

GREEN DOT CORPORATION

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

Exhibit 10.15

FOURTH AMENDMENT TO CREDIT AGREEMENT

THIS FOURTH AMENDMENT TO CREDIT AGREEMENT dated as of February 24, 2017 (this "Agreement") is entered into among Green Dot Corporation, a Delaware corporation (the "Borrower"), the Guarantors, the Lenders party hereto, and Bank of America, N.A., as Administrative Agent. All capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Credit Agreement (as defined below).

RECITALS

WHEREAS, the Borrower, the Guarantors, the Lenders, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, have entered into that certain Credit Agreement dated as of October 23, 2014 (as amended or otherwise modified from time to time, the "Credit Agreement"); and

WHEREAS, the Borrower has requested that the Lenders amend the Credit Agreement as set forth below.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendments. The Credit Agreement is hereby amended as follows:

(a) The following defined terms are hereby added to Section 1.01 of the Credit Agreement in appropriate alphabetical order to read as follows:

"Bail-In Action" means the exercise of any Write-Down and Conversion Powers by the applicable EEA Resolution Authority in respect of any liability of an EEA Financial Institution.

"Bail-In Legislation" means, with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule.

"Earn-Out Amount" means, for any fiscal year, the Earn-Out Amount (as defined in the RushCard Acquisition Agreement in effect on the Fourth Amendment Effective Date) for such fiscal year, which for purposes of this definition shall be determined without giving effect to any payments in respect of any Earn-Out Prepayment Amount (as defined in the RushCard Acquisition Agreement in effect on the Fourth Amendment Effective Date) made during such fiscal year; provided, that, for purposes of calculating the Consolidated Fixed Charge Coverage Ratio, the aggregate amount of any Earn-Out Amount included pursuant to clause (g) of the definition of Consolidated Fixed Charges shall not exceed $4,000,000.

"EEA Financial Institution" means (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a Subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent.

"EEA Member Country" means any of the member states of the European Union, Iceland, Liechtenstein, and Norway.

"EEA Resolution Authority" means any public administrative authority or any Person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution.

"EU Bail-In Legislation Schedule" means the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor person), as in effect from time to time.

"Fourth Amendment Effective Date" means February 24, 2017.

"Green Dot Bank Dividend" means that certain one-time dividend made following the Fourth Amendment Effective Date by Green Dot Bank to the Borrower (it being understood that the Borrower shall be required to promptly upon receipt of such dividend deliver to the Administrative Agent a certificate of a Responsible Officer of the Borrower certifying as to the amount of such dividend).

"Qualified ERO" means any electronic return originator that is a bona fide customer of the Borrower or any Non-Bank Subsidiary.

"RushCard Acquisition" means the acquisition, directly or indirectly, of UniRush by the Borrower pursuant to and in accordance with the RushCard Acquisition Agreement.

"RushCard Acquisition Agreement" means that certain Equity Purchase Agreement, dated as of January 25, 2017, by and among Empowerment Ventures, LLC, a Delaware limited liability company, UniRush and the Borrower.

"RushCard Acquisition Seller Note" means that certain Promissory Note issued by the Borrower in favor of Empowerment Ventures, LLC, a Delaware limited liability company, in connection with the RushCard Acquisition and evidencing Indebtedness in an aggregate principal amount not to exceed $75,000,000.

"UniRush" means UniRush, LLC, a Delaware limited liability company.

"Write-Down and Conversion Powers" means, with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule.

(b) The definition of "Consolidated Fixed Charges" in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"Consolidated Fixed Charges" means, for any period of four (4) consecutive fiscal quarters, for the Borrower and its Non-Bank Subsidiaries on a consolidated basis, an amount equal to the sum of (a) Consolidated Cash Taxes for such period plus (b) the cash portion of Consolidated Interest Charges for such period plus (c) Consolidated Scheduled Funded Debt Payments for such period plus (d) the aggregate amount of cash Restricted Payments made during such period to Persons other than the Borrower or a Subsidiary pursuant to Section 8.06(a), plus (e) without duplication of clause (a), the aggregate amount of cash Restricted Payments made by the Borrower during such period pursuant to Section 8.06(c), plus (f) the aggregate amount of cash Restricted Payments made by the Borrower during such period pursuant to Section 8.06(g) (other than any share repurchase made by the Borrower after September 1, 2015), plus (g) the aggregate amount of all payments made in cash during such period in respect of any Earn-Out Amount, all as determined in accordance with GAAP. Notwithstanding the foregoing, for any calculation of Consolidated Fixed Charges occurring prior to the one-year anniversary of the Closing Date, actual cash Consolidated Interest Charges from the Closing Date through the applicable fiscal quarter end shall be annualized for purposes of calculating the cash portion of Consolidated Interest Charges for the relevant calculation period of four fiscal quarters.

(c) The second sentence in the definition of "Consolidated Scheduled Funded Debt Payments" in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

For purposes of this definition, "scheduled payments of principal" (a) shall be determined without giving effect to any reduction of such scheduled payments resulting from the application of any voluntary or mandatory prepayments made during the applicable period, (b) shall be deemed to include the Attributable Indebtedness in respect of Capital Leases, Securitization Transactions and Synthetic Leases, (c) shall not include any voluntary prepayments or mandatory prepayments required pursuant to Section 2.05, and (d) shall not include the scheduled payment owing at maturity under the RushCard Acquisition Seller Note.

(d) Clause (d) in the definition of "Defaulting Lender" in Section 1.01 of the Credit Agreement is amended by deleting the "or" immediately before clause (d)(ii) and adding a new clause (d)(iii) to read as follows:

or (iii) become the subject of a Bail-In Action

(e) The phrase "arranged by federal funds brokers on such day" is hereby deleted from the definition of "Federal Funds Rate" in Section 1.01 of the Credit Agreement.

(f) The definition of "MLPFS" in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"MLPFS" means Merrill Lynch, Pierce, Fenner & Smith Incorporated (or any other registered broker-dealer wholly-owned by Bank of America Corporation to which all or substantially all of Bank of America Corporation's or any of its subsidiaries' investment banking, commercial lending services or related businesses may be transferred following the date of this Agreement), in its capacity as a joint lead arranger and joint book runner.

(g) Clause (d)(iii) of the definition of "Permitted Acquisition" in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

(iii) the Loan Parties have Liquidity of at least $75,000,000 (or, in the case of the RushCard Acquisition, the Loan Parties have Liquidity of at least $50,000,000), and with respect to any Permitted Acquisition in excess of $2,500,000 individually or $10,000,000 in the aggregate with all other Permitted Acquisitions in such fiscal year, the Borrower shall have delivered to the Administrative Agent a Pro Forma Compliance Certificate demonstrating compliance with this clause (d),

(h) The phrase "No reallocation hereunder" in Section 2.15(a)(iv) of the Credit Agreement is hereby amended to read "Subject to Section 11.20, no reallocation hereunder".

(i) A new Section 6.26 is hereby added to the Credit Agreement to read as follows:

6.26 EEA Financial Institutions.

No Loan Party is an EEA Financial Institution.

(j) Section 8.02 of the Credit Agreement is hereby amended by (i) deleting the "and" at the end of clause (l) thereof, (ii) deleting the "." at the end of clause (m) thereof and replacing it with "; and", and (iii) inserting a new clause (n) to read as follows:

(n) advances made by the Borrower to financial institutions (or affiliates thereof) to consummate share repurchases permitted pursuant to Section 8.06(g) in connection with accelerated share repurchase programs.

(k) Section 8.03 of the Credit Agreement is hereby amended by (i) deleting the "and" at the end of clause (k) thereof, (ii) deleting the "." at the end of clause (l) thereof and replacing it with "; and", and (iii) inserting a new clause (m) to read as follows:

(m) contingent obligations (for the avoidance of doubt, excluding any Indebtedness for borrowed money) owing by the Borrower to financial institutions (or affiliates thereof) under Swap Contracts entered into to consummate share repurchases permitted pursuant to Section 8.06(g) in connection with accelerated share repurchase programs.

(l) Section 8.06(g) of the Credit Agreement is hereby amended to read as follows:

(g) the Borrower may make any other Restricted Payment; provided, that, (x) no Default or Event of Default shall have occurred and be continuing at the time of such Restricted Payment or would result therefrom, (y) if such Restricted Payment is a share repurchase, the aggregate amount of such share repurchase, when taken together with the aggregate amount of all share repurchases consummated by the Borrower in the fiscal year in which such share repurchase is to be made, shall not exceed (A) $60,000,000, for the fiscal year ending December 31, 2016, (B) an amount equal to the lesser of (1) the amount of the Green Dot Bank Dividend, and (2) $50,000,000, for the fiscal year ending December 31, 2017, and (C) $50,000,000, for any fiscal year ending thereafter and (z) upon giving effect to such Restricted Payment on a Pro Forma Basis, (A) the Loan Parties would be in compliance with the financial covenants set forth in Section 8.11 as of the most recent fiscal quarter end for which the Borrower was required to deliver financial statements pursuant to Section 7.01(a) or (b), (B) the Consolidated Leverage Ratio is less than or equal to 1.50

to 1.0 (provided, however, that, the requirement of this clause (g)(z)(B) shall not apply with respect to any share repurchase consummated during the fiscal year ending December 31, 2017 to the extent such share repurchase is permitted pursuant to clause (g)(y)(B) above and the last proviso of this clause (g)) and (C) the Loan Parties have Liquidity of at least $75,000,000 (or, in the case of any share repurchase consummated during the fiscal year ending December 31, 2017 that is permitted pursuant to clause (g)(y)(B) above and the last proviso of this clause (g), the Loan Parties have Liquidity of at least $50,000,000), and, with respect to any such Restricted Payment in excess of $2,500,000 individually or $10,000,000 in the aggregate with all other such Restricted Payments made in any fiscal year, the Borrower shall have delivered to the Administrative Agent a Pro Forma Compliance Certificate demonstrating compliance with this clause (z); provided, further, that, the Borrower shall not make any share repurchases during the fiscal year ending December 31, 2017 unless and until the Borrower shall have received the Green Dot Bank Dividend and delivered to the Administrative Agent the certificate required by the definition of "Green Dot Bank Dividend" set forth in Section 1.01.

(m) Section 8.07(b) of the Credit Agreement is hereby amended to read as follows:

(b) With respect to each Bank Subsidiary, (i) engage in any material line of business substantially different from Green Dot Bank's banking business on the Closing Date, the primary purpose of which is the facilitation of the Borrower's prepaid card business and activities incidental or ancillary thereto (it being understood that a Bank Subsidiary may engage in secured credit card lending to the extent permitted by clause (ii) of this Section 8.07(b)), (ii) make or hold any Investments other than (x) loans of Green Dot Bank in existence as of the Closing Date (it being understood that such loans shall continue until maturity thereof), loans and Investments made under the Community Reinvestment Act, other local and personal loans within Green Dot Bank's community consistent with past practice and loans and other extensions of credit made in connection with Green Dot Bank's secured credit card program; provided, that, all such loans, extensions of credit and other Investments under this clause (x) shall not exceed $12,000,000 in the aggregate at any time outstanding, (y) loans made by Green Dot Bank to any Qualified ERO in the ordinary course of business; provided, that, as of any date of determination, the aggregate outstanding amount of all such loans made in reliance on this clause (y) shall not exceed the greater of (A) $71,000,000 and (B) ten percent (10%) of the total assets (as determined in accordance with GAAP) of Green Dot Bank determined as of the most recently ended fiscal quarter on or prior to such date of determination and (z) Investments held in the form of cash or Cash Equivalents and other customary highly liquid bank Investments of cash in the ordinary course of business, (iii) consummate any Acquisition or (iv) create, incur, assume of suffer to exist any Indebtedness outside of the ordinary course of business (including, for the avoidance of doubt, any bank credit facility or capital markets Indebtedness).

(n) A new Section 11.20 is hereby added to the Credit Agreement to read as follows:

11.20 Acknowledgement and Consent to Bail-In of EEA Financial Institutions.

Solely to the extent any Lender or L/C Issuer that is an EEA Financial Institution is a party to this Agreement and notwithstanding anything to the contrary in any Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any Lender or L/C Issuer that is an EEA Financial Institution arising under any Loan Document, to the extent such liability is unsecured, may be subject to the Write-Down and Conversion Powers of an EEA Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by:

(a) the application of any Write-Down and Conversion Powers by an EEA Resolution Authority to any such liabilities arising hereunder which may be payable to it by any Lender or L/C Issuer that is an EEA Financial Institution; and

(b) the effects of any Bail-In Action on any such liability, including, if applicable:

(i) a reduction in full or in part or cancellation of any such liability;

(ii) a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such EEA Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or

(iii) the variation of the terms of such liability in connection with the exercise of the Write-Down and Conversion Powers of any EEA Resolution Authority.

2. Conditions Precedent. This Agreement shall be effective upon satisfaction of the following conditions precedent:

(a) receipt by the Administrative Agent of counterparts of this Agreement duly executed by the Borrower, the Guarantors, the Required Lenders, and the Administrative Agent; and

(b) receipt by the Administrative Agent, on behalf of each Lender consenting to this Agreement on or before 5:00 p.m. Eastern time on February 24, 2017, an amendment fee equal to ten basis points (0.10%) times the sum of (i) the amount of the Revolving Commitment of such Lender as of the date hereof plus (ii) the aggregate principal amount of the Term Loan held by such Lender outstanding as of the date hereof.

3. Miscellaneous.

(a) The Credit Agreement, and the obligations of the Loan Parties thereunder and under the other Loan Documents, are hereby ratified and confirmed and shall remain in full force and effect according to their terms. This Agreement shall constitute a Loan Document.

(b) Each Guarantor (i) acknowledges and consents to all of the terms and conditions of this Agreement, (ii) affirms all of its obligations under the Loan Documents and (iii) agrees that this Agreement and all documents executed in connection herewith do not operate to reduce or discharge its obligations under the Credit Agreement or the other Loan Documents.

(c) The Borrower and the Guarantors hereby represent and warrant as follows:

(i) Each Loan Party has taken all necessary corporate or other organizational action to authorize the execution, delivery and performance of this Agreement.

(ii) This Agreement has been duly executed and delivered by each Loan Party and constitutes a legal, valid and binding obligation of each Loan Party, enforceable against each such Loan Party in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditors' rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.

(iii) No approval, consent, exemption, authorization or other action by, or notice to, or filing with, any Governmental Authority or any other Person is necessary or required in connection with the execution, delivery or performance by, or enforcement against, any Loan Party of this Agreement.

(d) The Loan Parties represent and warrant to the Lenders that (i) after giving effect to this Agreement, the representations and warranties of the Borrower and each other Loan Party contained in Article VI of the Credit Agreement or any other Loan Document, or which are contained in any document furnished at any time under or in connection therewith, are true and correct in all material respects (and in all respects if any such representation or warranty is already qualified by materiality or reference to Material Adverse Effect) on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct in all material respects (and in all respects if any such representation or warranty is already qualified by materiality or reference to Material Adverse Effect) as of such earlier date, and (ii) after giving effect to this Agreement, no event has occurred and is continuing which constitutes a Default or an Event of Default.

(e) This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic imaging means (e.g. "pdf" or "tif") shall be effective as delivery of a manually executed counterpart of this Agreement.

(f) **THIS AGREEMENT AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO HERETO, AND THE TRANSACTIONS CONTEMPLATED HEREBY, SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.**

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

BORROWER:

GREEN DOT CORPORATION,
a Delaware corporation

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

GUARANTORS:

SBBT HOLDINGS, LLC,
a Delaware limited liability company

By: Green Dot Corporation, a Delaware corporation, its sole member

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

INSIGHT CARD SERVICES, LLC,
an Alabama limited liability company

By: Green Dot Corporation, a Delaware corporation, its sole member

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

SANTA BARBARA TAX PRODUCTS GROUP, LLC,a Delaware limited liability company

By: SBBT Holdings, LLC, a Delaware limited liability company, its sole member

By: Green Dot Corporation, a Delaware corporation, its sole member

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: CEO

SD FINANCIAL SERVICES, LLC (f/k/a TPG FINANCIAL SERVICES, LLC), a Delaware limited liability company

By: SBBT Holdings, LLC, a Delaware limited liability company, its sole member

By: Green Dot Corporation, a Delaware corporation, its sole member

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: CEO

ACHIEVE FINANCIAL SERVICES, LLC, a Delaware limited liability company

By: Green Dot Corporation, a Delaware corporation, its sole member

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: CEO

ACCOUNTNOW, LLC.,
a Delaware corporation

By: GREEN DOT CORPORATION

a Delaware Corporation, its sole member

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

ACCOUNTNOW SERVICES, INC.,
a Delaware corporation

By: /s/ David J. Petrini
Name: David J. Petrini
Title: President

READY FINANCIAL GROUP, INC.,
an Idaho corporation

By: /s/ David J. Petrini
Name: David J. Petrini
Title: President

NATIONAL CONSUMER CREDIT CORPORATION,
a Delaware corporation

By: /s/ David J. Petrini
Name: David J. Petrini
Title: President

READYNOW MOBILE, INC.,
a Delaware corporation

By: /s/ David J. Petrini
Name: David J. Petrini
Title: President

NFSE LLC,
a Delaware limited liability company

By: AccountNow, LLC., its sole member

By: GREEN DOT CORPORATION, its sole manager

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: CEO

NFINANSE PAYMENTS INC.,
a Nevada corporation

By: /s/ David J. Petrini
Name: David J. Petrini
Title: President

NEXT ESTATE COMMUNICATIONS, INC.,
a Delaware corporation

By: /s/ Steven Streit
Name: Steven Streit
Title: CEO

ADMINISTRATIVE
AGENT: BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Christine Trotter
Name: Christine Trotter
Title: Assistant Vice President

LENDERS: BANK OF AMERICA, N.A.,
as a Lender

By: /s/ Tasneem A. Ebrahim
Name: Tasneem A. Ebrahim
Title: Senior Vice President

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Jeremy Schultz
Name: Jeremy Schultz
Title: Managing Director

SILICON VALLEY BANK,
as a Lender

By: /s/ Raj Morey
Name: Raj Morey
Title: Director

CITIBANK, N.A.,
as a Lender

By: /s/ Marina Donskaya
Name: Marina Donskaya
Title: Vice President and Director

CITIZENS BANK, N.A.,
as a Lender

By: /s/ Darran Wee
Name: Darran Wee
Title: Senior Vice President

MANUFACTURERS BANK,
as a Lender

By: /s/ Dirk Price
Name: Dirk Price
Title: Vice President

Exhibit 10.19

GREEN DOT CORPORATION
reinventing personal banking for the masses
3465 East Foothill Blvd. Pasadena, CA 91107

November 3, 2016

By Electronic Mail
Brett Narlinger

Dear Brett:

The purpose of this letter is to set forth in writing the terms of your offer of employment with Green Dot Corporation (the "Company"). This offer and your employment relationship will be subject to the terms and conditions of this letter.

Your employment with the Company will commence on November 28, 2016 (the "Start Date") and your title will be Chief Revenue Officer. In this position, you will report directly to Steve Streit, Chief Executive Officer of the Company. This position is based at the Company's offices in Pasadena, California, but your job duties may require travel as needed.

1. **Annual Salary**. Your initial annual base salary will be $440,000, less applicable withholdings, payable bi-weekly in accordance with the Company's normal payroll practices. Adjustments to salary or other compensation, if any, will be made by the Compensation Committee of the Company (the "Compensation Committee"), subject to any other approvals required under applicable law.

2. **Annual Bonus Opportunity**. In addition to your annual salary, you will be eligible to receive an annual bonus of up to 100% of your annual base salary, which will be based on the Executive Officer metrics determined at the time the 2017 Executive Officer Bonus Plan is adopted by the Compensation Committee. This bonus (and any other bonus for which you may become eligible) will be paid out in accordance with the Company's standard bonus practices and policies (including, but not limited to, the requirement that you be employed by the Company on the date bonuses are regularly paid out to Company employees).

3. **Restricted Stock Units**. The equity portion of your annual compensation will include at least $620,000 worth of Performance-based Restricted Stock Units ("PSUs") as approved and granted to you in the first quarter of each year by the Company's Compensation Committee. The actual dollar amount of each year's grant will based upon the annual compensation survey of Green Dot Corporation's compensation peer group as presented and prepared by the Company's compensation consultant. While the dollar amount of the grant could be higher, depending on the results of the survey and the decision of the Compensation Committee, the size of the grant will not be less. These PSUs will be granted under, and are subject to the

terms and conditions of, the Company's 2010 Equity Incentive Plan (the "Plan") and the PSU agreement pursuant to which the PSU grant will be made. The PSUs granted in March 2017 will begin to vest in March 2018 based upon achievement of certain performance metrics in the calendar year 2017 as determined and adopted by the Compensation Committee in connection with the Company's annual financial plan. If earned, that grant would have been determined to have already been 1/4 vested over the course of 2017, with the remaining three years vesting as a time-based grant in equal installments over the next three years. Then, the new grant for 2018 will be granted in March 2018 and will begin to vest in March 2019, if the 2018 performance triggers had been met with the remaining grant being a time-based grant over the next three years and so on.

4. **Fringe Benefits**. You will also be entitled to the standard employment benefit package that is available to all Company employees, which is subject to change. This will include Health, Dental and Vision coverage, plus participation in other plans currently maintained by the Company or which may become available to Company employees from time to time. You are also eligible to accrue three (3) weeks of vacation per year, subject to the Company's vacation policy.

5. **At-Will Employment Relationship**. If you accept our offer, your employment with the Company will be "at-will." This means you may resign at any time for any reason. Likewise, the Company may terminate the employment relationship at any time, with or without cause or advance notice. In addition, we reserve the right to modify your position, duties, and reporting relationship as needed and to use discretion in deciding on appropriate discipline. Any change to the at-will employment relationship must be by a specific, written agreement signed by you and the Chief Executive Officer of the Company, at the direction of the Compensation Committee. As a professional courtesy, the Company requests that you provide reasonable notice of any voluntary resignation in order to allow the Company time to transition your duties and responsibilities to other employees.

6. **Conflicts of Interest**. During the term of your employment with the Company, you must not engage in any work, paid or unpaid, that creates an actual conflict of interest with the Company. Such work shall include, but is not limited to, directly or indirectly competing with the Company in any way, or acting as an officer, director, employee, consultant, stockholder, volunteer, lender, or agent of any business enterprise of the same nature as, or which is in direct competition with, the business in which the Company is now engaged or in which the Company becomes engaged during the term of your employment with the Company, as may be determined by the Company in its sole discretion. If the Company believes such a conflict exists during the term of this Agreement, the Company may ask you to choose to discontinue the other work or resign employment with the Company.

7. **Severance**. In the event your employment is terminated by the Company without "Cause," then, subject to your execution and nonrevocation of a general release of claims in favor of the Company, the Company will pay you a lump sum cash severance payment equal to

twelve months' of your then current annual base salary plus prorated cash bonus earned up to the date of termination based on the target thresholds as set forth in the then-current bonus plan. "Cause" means any of the following: (i) your conviction of or plea of nolo contendere to a felony; (ii) an act by you which constitutes gross misconduct in the performance of your employment obligations and duties; (iii) your act of fraud against the Company or any of its affiliates; (iv) your theft or misappropriation of property (including without limitation intellectual property) of the Company or its affiliates; (v) material breach by you of any confidentiality agreement with, or duties of confidentiality to, the Company or any of its affiliates that involves your wrongful disclosure of material confidential or proprietary information (including without limitation trade secrets or other intellectual property) of the Company or of any of its affiliates; (vi) your continued material violation of your employment obligations and duties to the Company (other than due to your death or disability, as such term is defined in Section 22(e)(3) of the Internal Revenue Code) after the Company has delivered to you a written notice of such violation that describes the basis for the Company's belief that such violation has occurred and that you have not substantially cured such violation within thirty (30) calendar days after such written notice is given by the Company. Subject to the provisions of Section 10 below, cash severance benefits payable pursuant to this Section 7 shall be payable on the sixty-first (61st) day following the termination of your employment without Cause, provided the release of claims is effective at such time.

8. **Contingencies**. Your employment with the Company is conditioned on the following:
    - As an employee of the Company, you will have access to certain confidential Company information, client lists, sales strategies and the like and you may, during the course of your employment, develop certain information or inventions, which will be the property of the Company. To protect the interests of the Company, you will need to sign and abide by the enclosed "Employee Inventions and Confidentiality Agreement" as a condition of your employment.
    - For purposes of federal immigration law, you will be required to show the Company original documents that verify your identity and your legal right to work in the United States (please bring suitable documentation with you on the first day of employment). If such documentation is not provided to us within three business days of your Start Date, our employment relationship with you may be terminated.
    - This offer is contingent upon completion, to Green Dot's satisfaction, of efforts to confirm your suitability for this position, including successfully complete a background check.

9. **Entire Agreement**. This letter, including the Employee Inventions and Confidentiality Agreement, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement signed by you and an authorized officer of the Company.

10. **Section 409A**. To the extent (a) any payments or benefits to which you become entitled under this Agreement, or under any agreement or plan referenced herein, in connection with your termination of employment with the Bank constitute deferred compensation subject to Section 409A of the Code and (b) you are deemed at the time of such termination of employment to be a "specified employee" under Section 409A of the Code, then such payments shall not be made or commence until the earliest of (i) the expiration of the six (6)-month period measured from the date of your "separation from service" (as such term is at the time defined in Treasury Regulations under Section 409A of the Code) from the Bank; or (ii) the date of your death following such separation from service; provided, however, that such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty percent (20%) tax for which you would otherwise be liable under Section 409A(a)(l)(B) of the Code in the absence of such deferral. Upon the expiration of the applicable deferral period, any payments which would have otherwise been made during that period (whether in a single sum or in installments) in the absence of this paragraph shall be paid to you or your beneficiary in one lump sum (without interest). Any termination of your employment is intended to constitute a "separation from service" as such term is defined in Treasury Regulation Section 1.409A-l. It is intended that each installment of the payments provided hereunder constitute separate "payments" for purposes of Treasury Regulation Section 1.409A-2(b)(2)(i). It is further intended that payments hereunder satisfy, to the greatest extent possible, the exemption from the application of Code Section 409A (and any state law of similar effect) provided under Treasury Regulation Section 1.409A-l(b)(4) (as a "short-term deferral").

11. **Choice of Law**. This Agreement is made and entered into in the State of California, and shall in all respects be interpreted, enforced and governed by and under the laws of the State of California.

To indicate your acceptance of the Company's offer, please sign and date this Jetter in the space provided below and return it within three (3) business days either via fax ( ), mail, or scanned email.

Sincerely,

/s/ Steve Streit

Steve Streit

Chief Executive Officer, Green Dot Corporation

ACCEPTANCE:

I have read the foregoing Jetter and agree with the terms and conditions of my employment as set forth. I understand and agree that my employment with the Company is at-will.

DATE: November 4, 2017

SIGNATURE: /s/ *Brett Narlinger*
Brett Narlinger

GREEN DOT CORPORATION

September 29, 2017

By Electronic Mail
Mr Konrad Alt

Dear Konrad:

The purpose of this letter is to set forth in writing the terms of your offer of employment with Green Dot Corporation (the "Company"). This offer and your employment relationship will be subject to the terms and conditions of this letter.

Your employment with the Company will commence on **November 6, 2017** (the "Start Date") and your title will be Chief Banking Officer, Green Dot Corporation and Vice Chair, Green Dot Bank. You will report directly to the Company's Chief Executive Officer. This position is based at the Company's offices in San Ramon, California, and your onsite workdays will be divided between San Ramon and Pasadena, as mutually agreeable between you and the Company's CEO.

1. **Compensation- Base Salary.** If you decide to accept our offer, your initial base salary will be **$450,000** on an annualized basis, less applicable withholdings, payable bi-weekly in accordance with the Company's normal payroll practices. Adjustments to your salary or other compensation, if any, will be made by the Company in its sole and absolute discretion. This position is an exempt position, which means you are paid for the job and not by the hour. Accordingly, you will not receive overtime pay.

2. **Discretionary Bonus Plan.** In addition to your base salary, you will be eligible to receive an annual cash bonus beginning in 2018 (prorated based on your length of service in 2017) with a target of **75%** of your then-current base salary, which will be based upon your achievement of mutually-agreed metrics and deliverables. The Company's executive bonus plan is performance-based, and depending on the Company's achievement of metrics, you can earn 0 to 150% of your target bonus. The performance-based payment ranges (both minimum and maximum) for you and similarly-ranked executives are subject to amendment from time to time by the Company. This bonus (and any other bonus for which you may become eligible) will be paid out in accordance with the Company's standard bonus practices and policies (including, but not limited to, the requirement that you be employed by the Company on the date bonuses are regularly paid out to Company employees).

3. **<u>Restricted Stock Units</u>.** Subject to the approval of the Company's Board of Directors, you will be awarded a "new-hire" grant of **80,000** Restricted Stock Units (RSUs). These RSUs will vest annually over 4 years, and will be granted under, and subject to, the terms and conditions of the Company's 2010 Stock Plan (the "Plan").

4. **<u>Annual Equity Award</u>.** Beginning in 2018, you will be eligible to receive an annual equity award with a target of **75%** of your then-current base salary. This award and future awards are performance-based and are contingent upon your achievement of mutually-agreed metrics and deliverables. Depending on the Company's achievement of metrics, you can earn 0 to 150% of your target award. The performance-based award ranges (both minimum and maximum) for you and similarly-ranked executives are subject to amendment from time to time by the Company. The annual equity award is comprised of Restricted Stock Units and the granting of this award is subject to approval by the Company's Board of Directors.

5. **<u>Fringe Benefits.</u>** You will also be entitled to the standard employment benefit package that is available to all Company employees, which is subject to change. This will include Health, Dental and Vision coverage, plus participation in other plans currently maintained by the Company or which may become available to Company employees from time to time. You are also eligible to accrue four (4) weeks of vacation per year, subject to the Company's vacation policy.

6. **<u>At-Will Employment Relationship</u>.** If you accept our offer, your employment with the Company will be "at-will." This means you may resign at any time for any reason. Likewise, the Company may terminate the employment relationship at any time, with or without cause or advance notice. In addition, we reserve the right to modify your position, duties, and reporting relationship as needed and to use discretion in deciding on appropriate discipline. Any change to the at-will employment relationship must be by a specific, written agreement signed by you and the Company's CEO. As a professional courtesy, the Company requests that you provide reasonable notice of any voluntary resignation in order to allow the Company time to transition your duties and responsibilities to other employees.

7. **<u>Conflicts of lnterest</u>.** During the term of your employment with the Company, you must not engage in any work, paid or unpaid, that creates an actual conflict of interest with the Company. Such work shall include, but is not limited to, directly or indirectly competing with the Company in any way, or acting as an officer, director, employee, consultant, stockholder, volunteer, lender, or agent of any business enterprise of the same nature as, or which is in direct competition with, the business in which the Company is now engaged or in which the Company becomes engaged during the term of your employment with the Company, as may be determined by the Company in its sole discretion. If the Company believes such a conflict exists during the term of this Agreement, the Company may ask you to choose to discontinue the other work or resign employment with the Company.

8. **<u>Contingencies</u>.** Your employment with the Company is conditioned on the following:

   - As an employee of the Company, you will have access to certain confidential Company information, client lists, sales strategies and the like and you may, during the course of your employment, develop certain information or inventions, which will be the property of the Company. To protect the interests of the Company, you will need to sign and abide by the enclosed "Employee Inventions and Confidentiality Agreement" as a condition of your employment.

- For purposes of federal immigration law, you will be required to show the Company original documents that verify your identity and your legal right to work in the United States (please bring suitable documentation with you on the first day of employment). If such documentation is not provided to us within three business days of your Start Date, our employment relationship with you may be terminated.

- This offer is contingent upon completion, to Green Dot's satisfaction, of efforts to confirm your suitability for this position, including the successful completion of a background check.

9. **Entire Agreement.** This letter, including the Employee Inventions and Confidentiality Agreement, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement signed by you and an authorized officer of the Company.

10. **Choice of Law.** This Agreement is made and entered into in the State of California, and shall in all respects be interpreted, enforced and governed by and under the laws of the State of California.

To indicate your acceptance of the Company's offer, please sign and date this letter in the space provided below and return it within three (3) business days.

Sincerely,

/s/ Steven W. Streit

Steven W. Streit
Chief Executive Officer

ACCEPTANCE:

I have read the foregoing letter and agree with the terms and conditions of my employment as set forth. I understand and agree that my employment with the Company is at-will.

DATE: October 3, 2017

SIGNATURE: /s/ *Konrad S. Alt*

NAME (printed): Konrad S. Alt

Exhibit 21.1

Subsidiaries Of Green Dot Corporation

Subsidiary	State or Other Jurisdiction of Formation
AccountNow, LLC	Delaware
AccountNow Services, Inc.	Delaware
Ready Financial Group, Inc.	Idaho
nFinanSe Payments Inc.	Nevada
Achieve Financial Services, LLC	Delaware
Green Dot Bank	Utah
Green Dot (Shanghai) Software Technology Co., Ltd.	People's Republic of China
Insight Card Services, LLC	Alabama
Simply Paid, LLC	Delaware
SBBT Holdings, LLC	Delaware
Santa Barbara Tax Products Group, LLC	Delaware
SD Financial Services, LLC	Delaware
UniRush, LLC	Delaware

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 No. 333-200905) of Green Dot Corporation

(2) Registration Statement (Form S-8 No. 333-168283, No. 333-181326, No. 333-188495, No. 333-196972, and No. 333-220185) pertaining to various equity award plans of Green Dot Corporation

of our reports dated February 27, 2018, with respect to the consolidated financial statements of Green Dot Corporation, and the effectiveness of internal control over financial reporting of Green Dot Corporation, included in this Annual Report (Form 10-K) of Green Dot Corporation for the year ended December 31, 2017.

/s/ Ernst & Young LLP

Los Angeles, California

February 27, 2018

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULE 13A-14(A)/15D-14(A)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven W. Streit, certify that:

1. I have reviewed this Annual Report on Form 10-K of Green Dot Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2018	By:	/s/ Steven W. Streit
	Name:	Steven W. Streit
		Chief Executive Officer
		(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULE 13A-14(A)/15D-14(A)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Shifke, certify that:

1. I have reviewed this Annual Report on Form 10-K of Green Dot Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2018	By:	/s/ Mark Shifke
	Name:	Mark Shifke Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven W. Streit, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Annual Report on Form 10-K of Green Dot Corporation for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Green Dot Corporation.

Date:	February 27, 2018	By:	/s/ Steven W. Streit
		Name:	Steven W. Streit Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Shifke, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Annual Report on Form 10-K of Green Dot Corporation for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Green Dot Corporation.

Date:	February 27, 2018	By:	/s/ Mark Shifke
		Name:	Mark Shifke Chief Financial Officer