

| OMB APPROVAL                                 |           |
|--|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Sgoutas Konstantinos</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>GREEN DOT CORP [ GDOT ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <span style="float:right">10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span><br><b>Chief Revenue Officer</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/28/2013</u>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 3465 EAST FOOTHILL BOULEVARD  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |   |  |  |
| (Street)<br><u>PASADENA CA 91107</u>                                    |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)  |         |          |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3)                      | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                                     | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|-------------------------------------|--|--|---|--|--|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares          |  |  |   |  |  |
| Stock Option (right to buy Class B Common Stock) <sup>(1)</sup> | \$20.01  | 08/28/2013                           |  | C                              |   | 9,455 <sup>(2)</sup>   |     |  |                 | 11/12/2019  | Class B Common Stock <sup>(1)</sup> | 9,455                                      | \$0.00   | 0   | D  |  |
| Stock Option (right to buy Class A Common Stock)                | \$20.01  | 08/28/2013                           |  | C                              |   | 9,455 <sup>(2)</sup>   |     |  |                 | 11/12/2019  | Class A Common Stock                | 9,455                                      | \$0.00   | 9,455   | D  |  |

**Explanation of Responses:**

- The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.
- Shares underlying the option converted from Class B Common Stock into Class A Common Stock on a one-for-one basis in accordance with terms for the automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.
- Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.

**Remarks:**

/s/ Lina Davidian as attorney-in-fact for Konstantinos Sgoutas 08/30/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.