

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 19, 2012

**Green Dot Corporation**

*(Exact Name of the Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction of Incorporation)*

**001-34819**

*(Commission File Number)*

**95-4766827**

*(IRS Employer Identification No.)*

**605 East Huntington Drive, Suite 205  
Monrovia, CA**

*(Address of Principal Executive Offices)*

**91016**

*(Zip Code)*

**(626) 775-3400**

*(Registrant's Telephone Number, Including Area Code)*

*(Former Name or Former Address, If Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 19, 2012, Green Dot Corporation (the "**Company**") entered into the Material Terms Amendment to Agreement for Services (the "**Amendment**") to that certain Agreement for Services ("**the Agreement**") dated September 1, 2009 between the Company and Total System Services, Inc. ("**TSYS**"). Pursuant to the Amendment, the parties agreed to extend the term of the Agreement by two years to August 31, 2014 and related matters.

On January 24, 2012, the Company announced that it expects to transition processing services from TSYS to its in-house processing solution built on assets the Company recently acquired from eCommLink.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### GREEN DOT CORPORATION

By: /s/ JOHN C. RICCI  
John C. Ricci  
General Counsel and Secretary

Date: January 25, 2012