

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

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

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

1. Name and Address of Reporting Person* <u>HENRY DANIEL R</u>  (Last) (First) (Middle) <u>3465 EAST FOOTHILL BOULEVARD</u>  (Street) <u>PASADENA CA 91107</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [ GDOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/25/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock	03/25/2020		A		41,963 <sup>(1)</sup>	A	\$0.00	41,963	D		

**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 A Common Stock)	\$23.83	03/25/2020		A		1,000,000		(2)	03/25/2027	Class A Common Stock	1,000,000	\$0.00	1,000,000	D	

**Explanation of Responses:**

- Represents shares of Class A Common Stock underlying a restricted stock unit award that will vest as to 1/3 of the shares on each of March 25, 2021, March 25, 2022, and March 25, 2023, subject to the reporting person's provision of service to the issuer on each vesting date.
- The options are eligible to be exercised, if at all, as to one-third of the underlying shares if the average daily closing price of issuer's common stock on the New York Stock Exchange during any 20 consecutive calendar day period prior to March 25, 2025 (each, a "Measurement Period") exceeds a threshold price per share (the "Threshold Price"), and as to additional installments equal to one-third of the underlying shares if during a subsequent Measurement Period, the price per share is \$10 and \$20 higher than the Threshold Price (each, a "Hurdle"). If a Hurdle for an installment is achieved, the shares subject to the installment shall vest on the first anniversary of the date of grant with respect to 33% of the shares and the remaining 66% of the shares shall vest in 24 equal installments at the end of each calendar month occurring thereafter, subject to the reporting person's continuous service as CEO or service provider on each such date.

**Remarks:**

/s/ Lina Davidian as attorney-in-fact for Daniel Henry 03/27/2020

\*\* 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.