

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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>HENRY DANIEL R</u><br><br>(Last) (First) (Middle)<br>3465 EAST FOOTHILL BOULEVARD<br><br>(Street)<br>PASADENA CA 91107<br><br>(City) (State) (Zip) | 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><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>CEO and President |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/09/2021                |  |
|   | 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            | 02/09/2021                           |  | A                              |   | 92,000 <sup>(1)</sup>   | A          | \$0.00  | 171,421   | D  |   |
| Class A Common Stock            | 02/09/2021                           |  | A                              |   | 161,140 <sup>(2)</sup>  | A          | \$0.00  | 332,561   | D  |   |
| Class A Common Stock            | 02/09/2021                           |  | F                              |   | 9,051 <sup>(3)</sup>  | D          | \$54.91 | 323,510   | D  |   |
| Class A Common Stock            | 02/09/2021                           |  | F                              |   | 13,191 <sup>(4)</sup>   | D          | \$54.91 | 310,319   | 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 |   |  |  |   |  |

**Explanation of Responses:**

- Represents shares of Class A Common Stock underlying a restricted stock unit award. 25% of the award vested on February 9, 2021, and the remaining 75% will vest ratably over the next three years on each February 9, subject to the reporting person's provision of services to the issuer on each vesting date.
- Represents shares of Class A Common Stock underlying a performance-based restricted stock unit award granted on March 25, 2020. 25% of the award vested on February 9, 2021 and the remaining 75% will vest ratably over the next three years on December 15, 2021, December 15, 2022, and December 15, 2023, subject to the reporting person's provision of service to the issuer on each vesting date.
- Represents shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs, based on a price of \$54.91 per share, which represented the closing price of the issuer's Class A Common Stock on February 9, 2021, and does not represent a sale by the reporting person.
- Represents shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the PRSUs, based on a price of \$54.91 per share, which represented the closing price of the issuer's Class A Common Stock on February 9, 2021, and does not represent a sale by the reporting person.

**Remarks:**

/s/ Lina Davidian as attorney-in-fact for Daniel Henry 02/11/2021

\*\* 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.

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