

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): March 11, 2022

**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.)

114 W 7th Street, Suite 240

Austin, Texas 78701

(Address of Principal Executive Offices)

(626) 765-2000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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))

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

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Class A Common Stock, \$0.001 par value	GDOT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 14, 2022, Green Dot Corporation (the “Company”) announced the appointment of Peter Feld, age 43, as a member of the board of directors of the Company (the “Board”), effective March 11, 2022.

Mr. Feld has served as a Managing Member and Head of Research of Starboard Value LP since April 2011. Mr. Feld currently serves as Chair of the board of directors of GCP Applied Technologies Inc., and as a member of the board of directors of NortonLifeLock Inc. (formerly known as Symantec Corporation). Mr. Feld previously served on the boards of directors of a number of companies including Magellan Health, Inc., from March 2019 to January 2022, AECOM, from November 2019 to June 2020, Marvell Technology Group Ltd. from May 2016 to June 2018, The Brink’s Company from January 2016 to November 2017, Insperity, Inc. from March 2015 to June 2017, Darden Restaurants, Inc. from October 2014 to September 2015, Tessera Technologies, Inc. (n/k/a Xperi Corporation) from June 2013 to April 2014 and Integrated Device Technology, Inc. from June 2012 to February 2014. Mr. Feld received a Bachelor of Arts degree in Economics from Tufts University.

In connection with his service as a director, Mr. Feld will receive the Company’s standard non-employee director cash and equity compensation. Mr. Feld will receive a pro rata portion of the \$70,000 annual retainer for his service. Mr. Feld will also be eligible to receive an annual grant of restricted stock units under the Company’s 2010 Equity Incentive Plan with a grant date value equal to \$125,000 at the next annual meeting of stockholders.

In connection with his appointment, Mr. Feld entered into the Company’s standard form of indemnification agreement for its directors, which requires the Company to, among other things, indemnify its directors against liabilities that may arise by reason of their status or service. The agreement also requires the Company to advance all expenses incurred by directors in investigating or defending any action, suit or proceeding. The foregoing description is qualified in its entirety by the full text of the form of indemnification agreement, which was filed as Exhibit 10.01 to the Company’s registration statement on [Form S-1](#) (No. 333-165081) filed on June 29, 2010 and is incorporated by reference herein.

There are no arrangements or understandings pursuant to which Mr. Feld was appointed as a member of the Board and Mr. Feld does not have any transactions reportable under Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release announcing the appointment of Mr. Feld as a member of the board is attached hereto as Exhibit 99.1. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release dated March 14, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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/ Kristina Lockwood  
Kristina Lockwood  
General Counsel and Secretary

Date: March 14, 2022



## Green Dot Corporation Appoints Peter Feld to Its Board of Directors

**Austin, TX – March 14, 2022** – Green Dot Corporation today announced the appointment of Peter Feld to its Board of Directors, effective March 11, 2022. Mr. Feld is a Managing Member, Portfolio Manager and the Head of Research of Starboard Value LP and has extensive experience serving on boards of companies spanning technology, information security, healthcare, and other consumer and B2B growth sectors.

“I am pleased to welcome Peter to the Green Dot board, as he brings valuable perspectives as an investor and a wealth of experience from serving as a board member to a wide spectrum of public companies,” said William I Jacobs, chairman of the board of Green Dot Corporation. “His ability to help companies ascertain and unlock growth opportunities will prove valuable to the company as it invests to transform to become the leading digital banking platform in the US. As Starboard is one of our largest long-term shareholders, who we’ve built a positive and productive relationship with, we appreciate his confidence in our strategy, and look forward to his input and contributions.”

Mr. Feld is currently Chair of the Board of GCP Technologies Inc. and serves on the board of NortonLifeLock Inc. (formerly known as Symantec Corporation). Previously, Mr. Feld served on the boards of Magellan Health, Inc., AECOM, Marvell Technology Group Ltd., The Brink’s Company, Insperity, Inc., Darden Restaurants, Inc., Tessera Technologies, Inc., Unwired Planet, Inc., Integrated Device Technology, Inc., CPI Corp. and SeaChange International, Inc.

“I am excited to join the Green Dot board and look forward to working with management and my fellow directors”, said Peter Feld. “We believe Green Dot is well positioned to capitalize on the evolution of digital banking through its strong partnerships and customer base. We believe the company is deeply undervalued with significant opportunities for long-term value creation. I thank Green Dot for welcoming me onto the board and will do my part to serve the best interest of all shareholders.”

Prior to founding Starboard in 2011, Mr. Feld was a Managing Director and Head of Research at Ramius LLC for the funds that comprised the Value and Opportunity investment platform. Prior to joining Ramius in February 2005, Mr. Feld was an analyst in the Technology Investment Banking group at Banc of America Securities LLC. Mr. Feld graduated from Tufts University, where he received a B.A. in Economics.

“Peter’s deep expertise and leadership in technology and other growth sectors will serve us well as we work to unlock Green Dot’s potential as a leading digital bank and fintech,” said Dan Henry, CEO of Green Dot. “We are excited to welcome Peter to our board, and I know we will all learn and benefit from his contributions and expertise.”

### About Green Dot

Green Dot Corporation (NYSE: GDOT) is a financial technology and registered bank holding company committed to giving all people the power to bank seamlessly, affordably, and with confidence. Green Dot’s technology platform enables it to build products and features that address the most pressing financial challenges of consumers and businesses, transforming the way they manage and move money and making financial empowerment more accessible for all.

Green Dot offers a broad set of financial services to consumers and businesses including debit, checking, credit, prepaid, and payroll cards, as well as robust money processing services, tax refunds, cash deposits and disbursements. Its flagship digital banking platform GO2bank offers consumers simple and accessible mobile banking designed to help improve financial health over time. The company’s banking platform services business enables a growing list of the world’s largest and most trusted consumer and technology brands to deploy customized, seamless, value-driven money management solutions for their customers.

Founded in 1999, Green Dot has served more than 33 million customers directly and many millions more through its partners. The Green Dot Network of more than 90,000 retail distribution locations nationwide, more than all remaining bank branches in the U.S. combined, enables it to operate primarily as a “branchless bank.” Green Dot Bank is a subsidiary of Green Dot Corporation and member of the FDIC. For more information about Green Dot’s products and services, please visit <http://www.greendot.com/>