

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): September 13, 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.)

**3465 East Foothill Blvd
Pasadena, CA 91107**

(Address of Principal Executive Offices)

(626) 765-2000

(Registrant's Telephone Number, Including Area Code)

605 East Huntington Drive, Suite 205, Monrovia, CA 91016

(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 7.01. Regulation FD Disclosure.

Green Dot Corporation has prepared updated slides for use in connection with its investor presentations. A copy of those slides is furnished as an exhibit to this report and is incorporated herein by reference. The information furnished in this Current Report, including the exhibit hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Number Description

99.01 Green Dot Corporation Investor Presentation - September 2012

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 L. KEATLEY
John L. Keatley
Chief Financial Officer

Date: September 13, 2012

EXHIBIT INDEX

Number	Description
99.01	Green Dot Corporation Investor Presentation - September 2012



Green Dot Corporation

Investor Presentation

September 2012



Non-GAAP Financial Measures

During this presentation, references to financial measures of Green Dot Corporation will include references to non-GAAP financial measures. For an explanation to the most directly comparable GAAP financial measures, see the Appendix to these materials or the Supplemental Non-GAAP Financial Information available at Green Dot Corporation's investor relations website at <http://ir.greendot.com/> under "Financial Information."

Caution About Forward-Looking Statements

This presentation contains forward-looking statements, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include any statements regarding future events that involve risks and uncertainties. Actual results may differ materially from those contained in the forward-looking statements contained in this presentation, and reported results should not be considered as an indication of future performance. The potential risks and uncertainties that could cause actual results to differ from those projected include, among other things, the Company's dependence on revenues derived from Walmart and three other retail distributors, competition, the Company's reliance on retail distributors for the promotion of its products and services, demand for the Company's products and services, continued and improving returns from the Company's investments in new growth initiatives, potential difficulties in integrating operations of acquired entities and acquired technologies, the Company's ability to operate in a highly regulated environment, changes to existing laws or regulations affecting the Company's operating methods or economics, the Company's reliance on third-party vendors and card issuing banks, changes in credit card association or other network rules or standards, changes in card association and debit network fees or products or interchange rates, instances of fraud or developments in the prepaid financial services industry that impact prepaid debit card usage generally, business interruption or systems failure, and the Company's involvement in litigation or investigations. These and other risks are discussed in greater detail in the Company's Securities and Exchange Commission filings, including its most recent annual report on Form 10-K and quarterly report on Form 10-Q, which are available on the Company's investor relations website at <http://ir.greendot.com/> and on the SEC website at www.sec.gov. All information provided in this release and in the attachments is as of September 13, 2012, and the Company assumes no obligation to update this information as a result of future events or developments.



Green Dot is...



- A founder-led, entrepreneurial inventor of the retail prepaid debit card category (2001) and the prepaid “reload” network (2003)
- Led by a two-time Ernst & Young Entrepreneur of the Year® award winner, including the 2011 National Award in the Financial Services Category
- A Bank Holding Company whose mission is to provide simple, low-cost, and fair bank accounts to Americans living in households with income < \$75,000
- A provider of among the lowest cost products in the industry, with no penalty or overdraft fees ever
- The biggest player in GPR (2x active customers vs. #2) that has had the highest revenue growth
- The #1 brand name in prepaid, with 60+% unaided awareness amongst unbanked customers
- A company that has invested millions in its technology infrastructure and talent to position itself at the epicenter of disruption in consumer banking
- A firm that lives at the 4-way intersection of banking, technology, consumer products and consumer advocacy

A large and growing market opportunity



Unbanked

Underbanked

Unhappily-banked



Prepaid cards

Reload services

Checking accounts

~70 million Americans are either unbanked or underbanked, up 13% past 2yrs*

* Source: FDIC 2011 National Survey of Unbanked and Underbanked Households

Green Dot has the right stuff...



Consumer brands

- Green Dot
- AARP, NASCAR, RushCard

Installed customer base

- Active cards – 4.4 million
- Gross dollar volume - \$17 billion

Retail distribution

- 65,000 locations¹
- Direct relationships
- Highly-profitable products

Reload network

- ~40 million cash transfers this year
- More than 100 partners

Vertical integration

- Bank
- Program management
- Reload network

Pro-consumer culture

- Legislators
- Regulators
- Consumer advocates

Financial strength

- \$277 million of total cash² (\$6.30/share³)
- No debt
- Strong cash flow generation

1. Pro-forma for scheduled Dollar Tree rollout

2. Includes cash and cash equivalents; investment securities, available-for-sale; and federal funds sold

3. Per share amount based on non-GAAP diluted weighted-average shares outstanding. See Appendix for reconciliation of GAAP to non-GAAP financial measures



Customer-centric

- We live to serve customers. All good things flow from well-served customers
- The century-old branch banking model doesn't work for today's America. Green Dot's success is a testament to this reality

Focused

- Success has brought many new "Goliaths" against our "David"
 - Only time will tell how successful these competitors will be
 - Historically, we have thrived through many direct attacks
 - Customer acquisition is not likely a zero-sum game
 - Generally, the #1 brand and the #1 value player win the race, and GDOT is both

Nimble

- We are a culture that embraces honest self-evaluation and change
 - We believe change makes us stronger
 - Fear of change only delays success and, over time, ensures failure
 - Therefore, we intend to continue to upgrade talent, adopt new technology and evolve our products and pricing

Achievements since our IPO



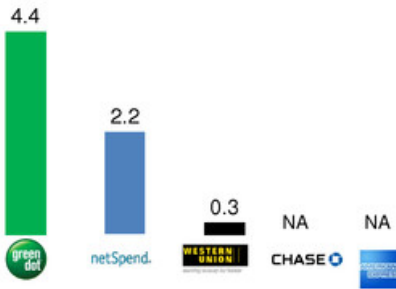
- **Non-GAAP Revenue¹ has grown by >\$200 million to \$527 million**
- **Active cards have grown by >1 million from 3.2 million to 4.4 million**
- **Gross Dollar Volume has nearly doubled to ~\$17 billion**
- **Generated ~\$200 million in cash flows from operations less capex**
- **>15,000 new retail distribution outlets, bringing the total to >65,000²**
- **Green Dot Network volume has grown by >16 million transactions to ~40 million**
- **Progress in developing new products targeted at key customer segments:**
 - Education (Sallie Mae)
 - Affinity (AARP, NASCAR, RushCard)
 - New products for banked customers (Mobile checking account)
- **Significant progress in vertical integration strategy:**
 - Card Issuing from Green Dot Bank
 - Card Processing build out on track
 - Mobile development expertise and key mobile patents

1. See Appendix for reconciliation of GAAP to non-GAAP financial measures
2. Pro forma for the scheduled Dollar Tree rollout

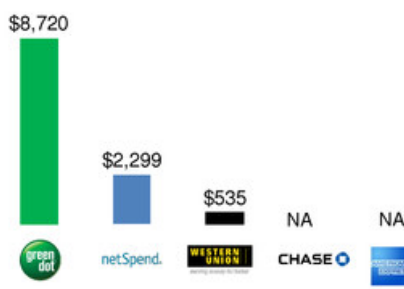
We are the #1 player in prepaid



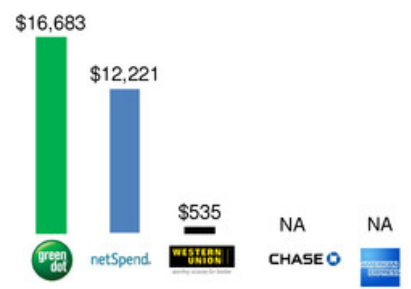
Active cards (mm)



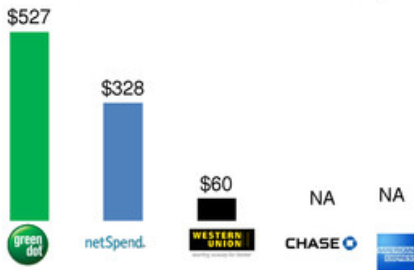
Cash load volume (mm)



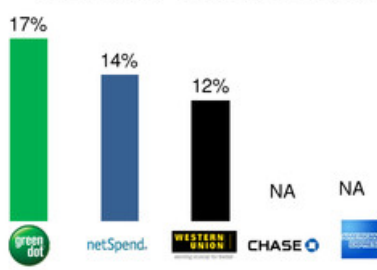
GDV (mm)



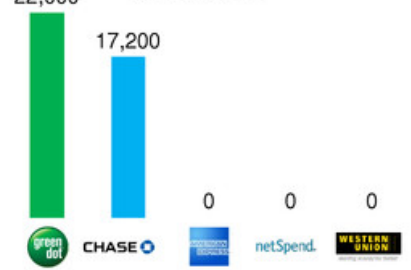
Annualized Non-GAAP Revs (mm)¹



Non-GAAP Revenue Growth (YTD)¹



Free ATMs



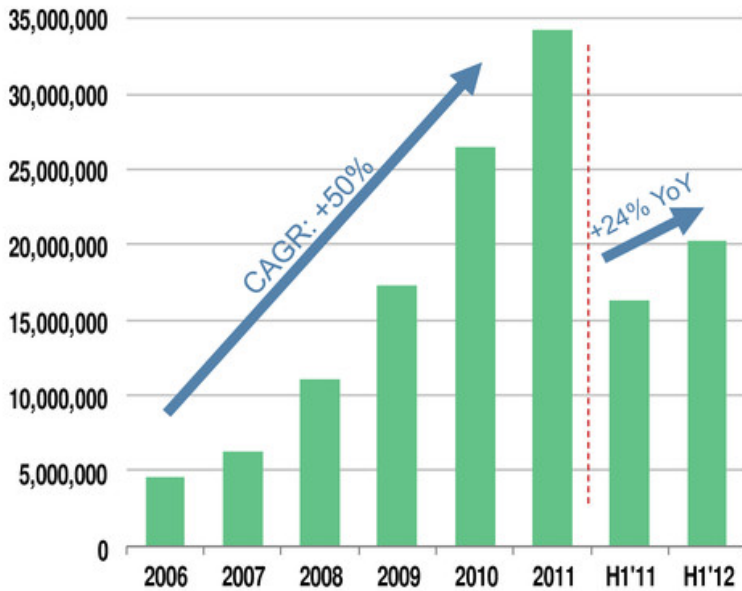
Across the metrics, Green Dot is the leader in prepaid

¹ See Appendix for reconciliation of GAAP to non-GAAP financial measures
 Source: Company filings and Green Dot estimates
 Note: Chase ATMs are as of December 2011. All other company data LTM as of June 2012.

We own the industry's leading reload network



GDOT network cash transfers



- The largest reload network with 4X the cash load volume of next largest competitor
- Reloading customers show high levels of loyalty to GDN
- ~6 million customers use GDN an average of 6.5 times per year
- Strong and growing awareness of Green Dot Network and MoneyPak
- Network provides retailers with a highly profitable SKU

Green Dot Network is a highly differentiated asset

Note: Numbers for calendar years ended December 31; CAGR data from 2006 to 2011

So what changed?



New Risk Controls

- New controls voluntarily introduced to enhance KYC and portfolio security
- New controls had an impact on approval rates and blocked cards

New Competition

- Multiple new brands at several key retailers
- Impact uncertain: limited selling experience in these formats
- Early results from one major c-store chain are inconclusive
- Every retailer is unique

Uncertainty reduces visibility



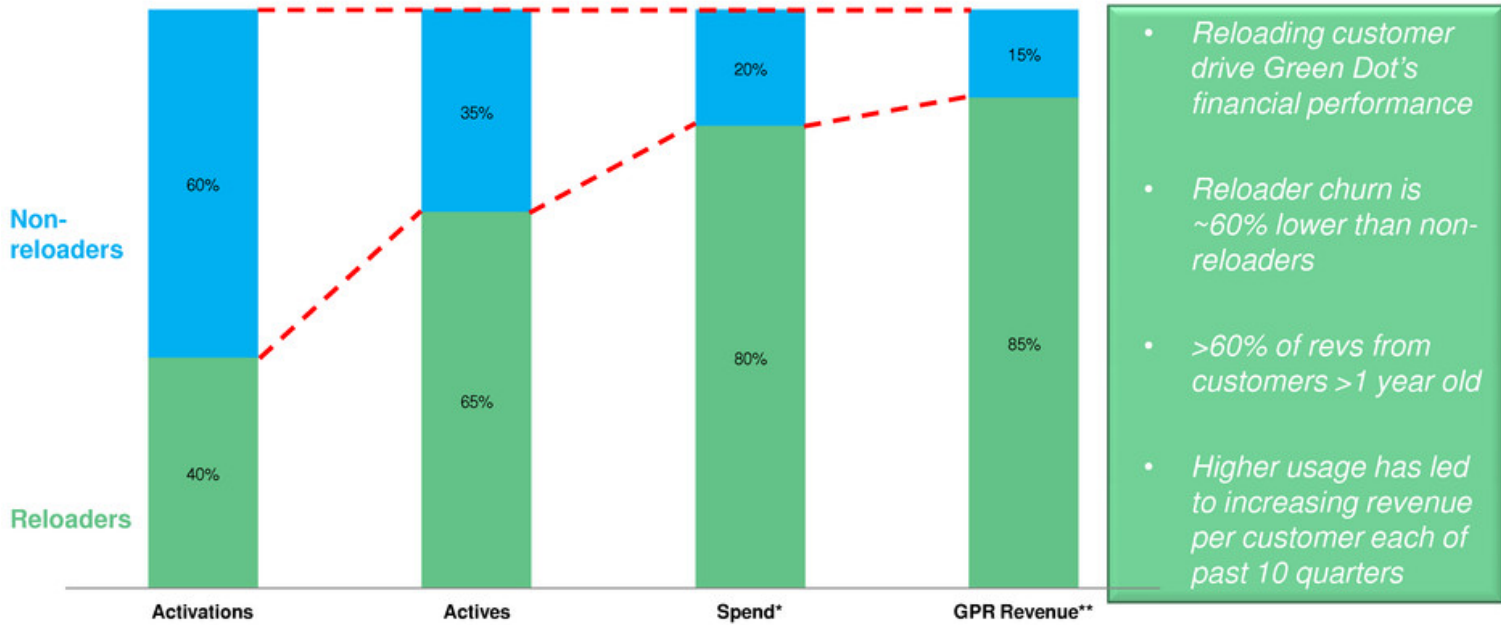
Why will Green Dot continue to grow?



#1. Green Dot is a Network Model

With 12 years of success, ~50 million unit sales this year, the #1 brand name and 4.4 million active customers, we believe Green Dot is in a strong position to withstand attack from new "me too" competition

Existing reloading customers drive the business



Most of Green Dot's revenues come from "stickier" reloading customers

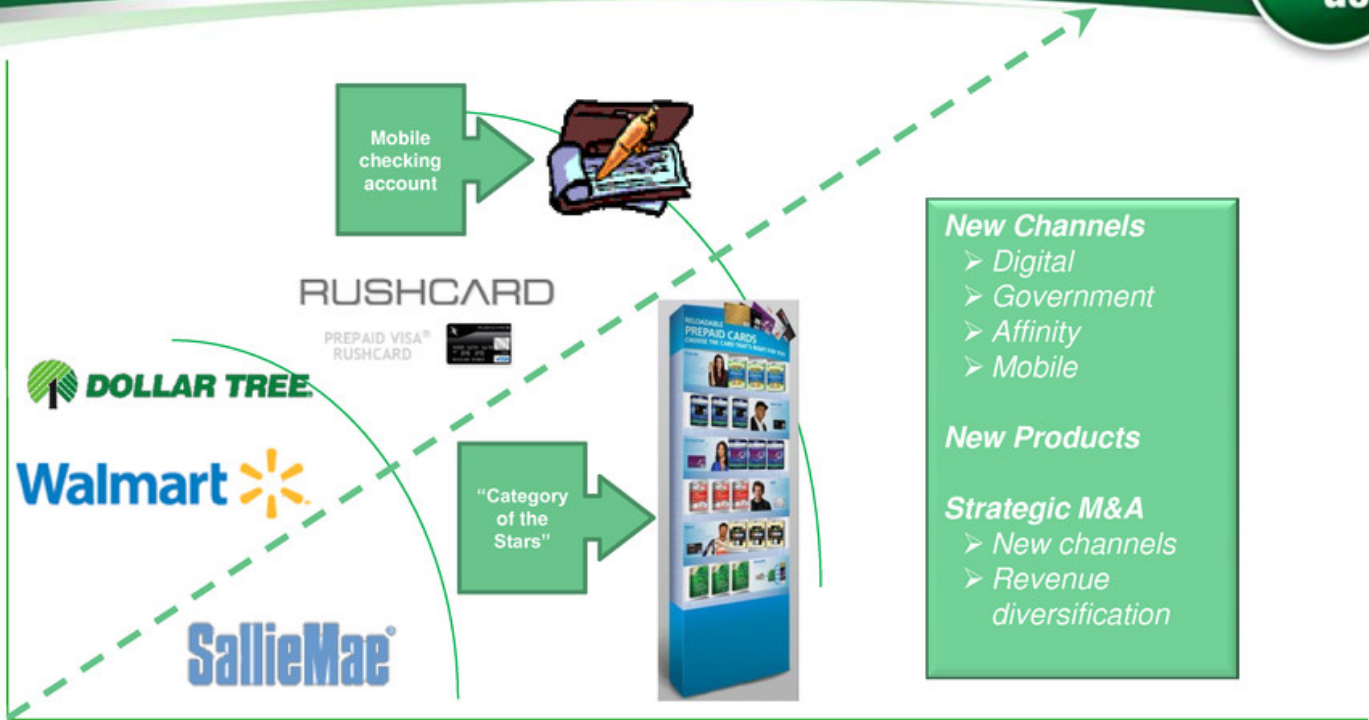
* Excludes Gift card spend.
** Excludes Gift card and third party revenue on GD Network



#2. Green Dot is more than just a card sold at retail

We are aggressively pursuing new, potentially powerful channels of acquisition and deploying new retail programs that have the opportunity to yield material growth in 2013

Several new growth initiatives with upside potential



0-6 months

6-12 months

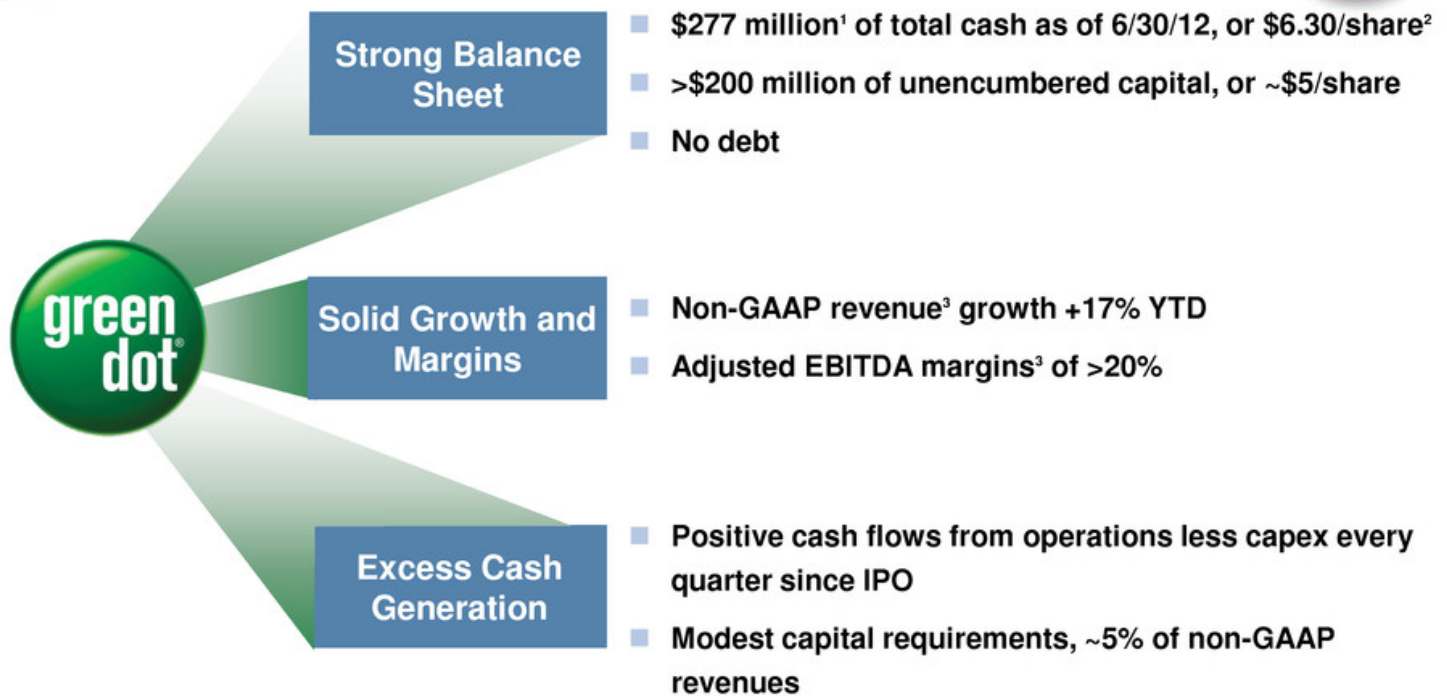
>12 months

New business initiatives could represent significant upside



#3. Green Dot has a robust and profitable business model

Green Dot enjoys strong financial characteristics



Green Dot's financial position is a source of strength

1. Includes cash and cash equivalents; investment securities, available-for-sale; and federal funds sold

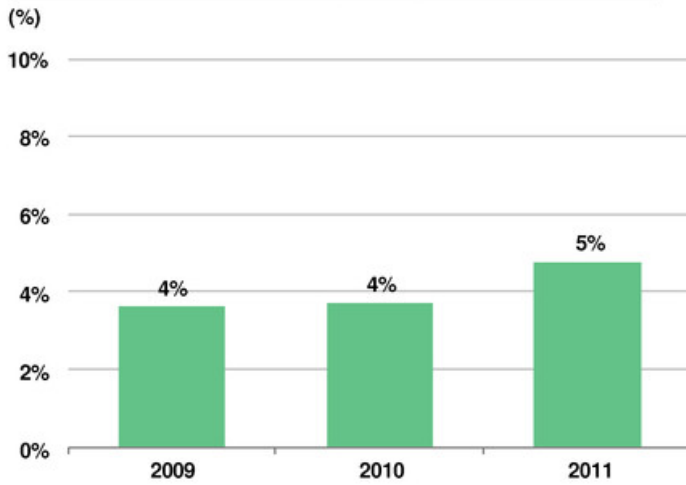
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3. See Appendix for reconciliation of GAAP to non-GAAP financial measures

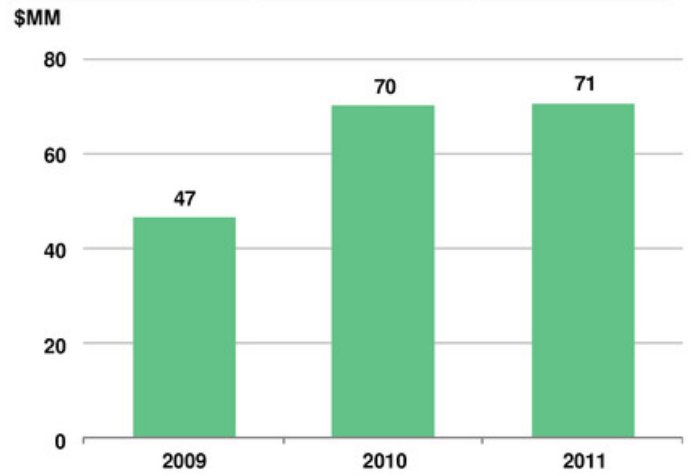
Low capital intensity and strong cash flow generation



Capex / Non-GAAP Total Operating Revenues



Cash Flows From Operations Less Capex



Green Dot's business model is capital efficient and generates strong cash flows

Note: Numbers for calendar years ended December 31



Appendix

Reconciliation of Non-GAAP financial measures



	2010					2011					2012	
	Q1	Q2	Q3	Q4	YTD	Q1	Q2	Q3	Q4	YTD	Q1	Q2
(In thousands)												
Reconciliation of total operating revenues to non-GAAP total operating revenues												
Total operating revenues	\$ 92,819	\$ 90,318	\$ 88,904	\$ 91,847	\$ 363,888	\$ 117,307	\$ 115,030	\$ 115,387	\$ 119,674	\$ 467,398	\$ 142,332	\$ 136,681
Stock-based retailer incentive compensation	-	2,457	5,216	5,696	13,369	5,880	4,356	3,549	3,552	17,337	3,190	2,593
Non-GAAP total operating revenues	\$ 92,819	\$ 92,775	\$ 94,120	\$ 97,543	\$ 377,257	\$ 123,187	\$ 119,386	\$ 118,936	\$ 123,226	\$ 484,735	\$ 145,522	\$ 139,274

	2010					2011					2012	
	Q1	Q2	Q3	Q4	YTD	Q1	Q2	Q3	Q4	YTD	Q1	Q2
(In thousands)												
Reconciliation of GAAP to non-GAAP diluted weighted-average shares issued and outstanding												
Diluted weighted-average shares issued and outstanding*	15,982	16,325	36,132	42,218	27,782	42,481	42,368	42,426	40,813	42,065	35,867	35,746
Assumed conversion of weighted-average shares of preferred stock	24,942	24,942	5,693	-	13,803	-	-	-	1,789	451	6,859	6,859
Weighted-average shares subject to repurchase	-	1,467	2,093	1,982	1,393	1,872	1,762	1,651	1,540	1,705	1,430	1,320
Non-GAAP diluted weighted-average shares issued and outstanding	40,924	42,734	43,918	44,200	42,978	44,353	44,120	44,077	44,142	44,221	44,156	43,925

* Represents the diluted weighted-average shares of Class A common stock for the periods indicated.

	2010					2011					2012	
	Q1	Q2	Q3	Q4	YTD	Q1	Q2	Q3	Q4	YTD	Q1	Q2
(In thousands)												
Reconciliation of net income to adjusted EBITDA												
Net income	\$ 12,815	\$ 12,508	\$ 8,971	\$ 7,938	\$ 42,232	\$ 12,701	\$ 12,070	\$ 13,303	\$ 14,008	\$ 52,083	\$ 17,116	\$ 11,891
Net interest income	(49)	(84)	(88)	(92)	(313)	(102)	(136)	(134)	(192)	(564)	(935)	(1,168)
Income tax expense	11,319	4,730	6,540	4,811	27,400	7,906	7,416	8,139	8,470	31,930	10,672	8,133
Depreciation and amortization	1,563	1,800	2,042	2,183	7,588	2,531	2,965	3,276	3,558	12,330	3,651	4,090
Employee stock-based compensation expense	1,842	1,658	1,746	2,010	7,256	1,861	2,462	2,719	2,482	9,524	3,489	3,132
Stock-based retailer incentive compensation	-	2,457	5,216	5,696	13,369	5,880	4,356	3,549	3,552	17,337	3,190	2,593
Adjusted EBITDA	\$ 27,490	\$ 23,069	\$ 24,427	\$ 22,546	\$ 97,532	\$ 30,777	\$ 29,133	\$ 30,852	\$ 31,878	\$ 122,640	\$ 37,183	\$ 28,671
Non-GAAP total operating revenues	\$ 92,819	\$ 92,775	\$ 94,120	\$ 97,543	\$ 377,257	\$ 123,187	\$ 119,386	\$ 118,936	\$ 123,226	\$ 484,735	\$ 145,522	\$ 139,274
Adjusted EBITDA/non-GAAP total operating revenues (adjusted EBITDA margin)	29.6%	24.9%	26.0%	23.1%	25.9%	25.0%	24.4%	25.9%	25.9%	25.3%	25.6%	20.6%



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