**GREEN DOT CORP** 

Form 4 July 11, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr Ricci John C	ess of Reporti	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(T)	(E' · ·)	0.6.111.)	GREEN DOT CORP [GDOT]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
3465 EAST FOOTHILL BOULEVARD			07/09/2013	_X_ Officer (give title Other (speci below) below) General Counsel and Secretary		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PASADENA, CA 91107				Form filed by More than One Reporting Person		
(C:t)	(Stata)	(7:n)				

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on Acquired (A) or			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D)		·	Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	07/09/2013		С	5,000	A	\$0	86,299	D	
Class A Common Stock	07/09/2013		S(1)	5,000	D	\$ 21	81,299	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# 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 on 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Option (right to buy Class B Common Stock) (2)	\$ 10.75	07/09/2013		M		5,000	12/11/2012	12/11/2018	Class B Common Stock (2)	5,000
Class B Common Stock (2)	\$ 0	07/09/2013		M	5,000		(2)	(2)	Class A Common Stock	5,000
Class B Common Stock (2)	\$ 0	07/09/2013		C		5,000	(2)	(2)	Class A Common Stock (3)	5,000
Class B Common Stock	\$ 0						(2)	(2)	Class A Common Stock	4,460

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>, Fg</b> ,	Director	10% Owner	Officer	Other		
Ricci John C						
3465 EAST FOOTHILL BOULEVARD			General Counsel and Secretary			
PASADENA, CA 91107						

# **Signatures**

/s/ Lina Davidian as attorney-in-fact for John C. Ricci	07/11/2013	
**Signature of Reporting Person	Date	

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### **Explanation of Responses:**

- \* 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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013.
- (2) The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.
- (3) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock, which Class A Common Stock has no exercisable date or expiration date.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.