

GREEN DOT CORP  
Form 4  
August 05, 2013

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Keatley John L

(Last) (First) (Middle)  
3465 EAST FOOTHILL BOULEVARD  
(Street)

PASADENA, CA 91107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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)	(A) or (D)	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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Class A Common Stock	08/01/2013		C		15,927	A \$ 0	79,320	D
Class A Common Stock	08/01/2013		S <sup>(1)</sup>		15,927	D \$ 23.75	63,393	D
Class A Common Stock	08/02/2013		C		15,927	A \$ 0	79,320	D
Class A Common	08/02/2013		S <sup>(1)</sup>		15,927	D \$ 23.65	63,393	D

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Stock	<u>(3)</u>		
Class A Common Stock	6,600	I	By minor children

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

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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Option (right to buy Class B Common Stock) <sup>(4)</sup>	\$ 10.75	08/01/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock <sup>(4)</sup>	6,304
Stock Option (right to buy Class B Common Stock) <sup>(4)</sup>	\$ 4.64	08/01/2013		M		9,623		08/31/2011	02/15/2018	Class B Common Stock <sup>(4)</sup>	9,623
Class B Common Stock <sup>(4)</sup>	<sup>(4)</sup>	08/01/2013		M		15,927		<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	15,927
Class B Common Stock <sup>(4)</sup>	<sup>(4)</sup>	08/01/2013		C		15,927		<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock <sup>(5)</sup>	15,927
Stock Option (right to buy Class B Common Stock) <sup>(4)</sup>	\$ 10.75	08/02/2013		M		6,304		12/11/2012	12/11/2018	Class B Common Stock <sup>(4)</sup>	6,304

B  
Common  
Stock) <sup>(4)</sup>

Stock  
Option  
(right to  
buy Class  
B  
Common  
Stock) <sup>(4)</sup>

Class B  
Common  
Stock <sup>(4)</sup>

Class B  
Common  
Stock <sup>(4)</sup>

\$ 4.64      08/02/2013      M      9,623      08/31/2011      02/15/2018

<sup>(4)</sup>      08/02/2013      M      15,927      <sup>(4)</sup>      <sup>(4)</sup>

<sup>(4)</sup>      08/02/2013      C      15,927      <sup>(4)</sup>      <sup>(4)</sup>

Class B  
Common  
Stock      9,623

Class A  
Common  
Stock      15,927

Class A  
Common  
Stock <sup>(5)</sup>      15,927

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keatley John L 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107			Chief Financial Officer	

## Signatures

/s/ Lina Davidian as attorney-in-fact for John L.  
Keatley      08/05/2013

<sup>\_\_</sup>Signature of Reporting Person      Date

## 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.  
The price in column 4 is the weighted average price. The shares were sold in mutliple transactions at prices ranging from \$23.35 to \$24.05. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- (2) \$24.20. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.  
The price in column 4 is the weighted average price. The shares were sold in mutliple transactions at prices ranging from \$23.06 to \$24.20. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- (3) 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.
- (4)
- (5) 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.

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.