

GREEN DOT CORP
Form 4
January 06, 2015

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 *
Archer Kuan

(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)
01/02/2015

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 Operating 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Class A Common Stock | 01/02/2015 | | A | | 50,000 (1) | \$ 0 | 147,181 | D |
| Class A Common Stock | 01/02/2015 | | M | | 4,688 | \$ 0 | 151,869 | D |
| Class A Common Stock | 01/02/2015 | | S(2) | | 4,688 | \$ 20.31 | 147,181 | D |
| Class A Common | 01/05/2015 | | M | | 4,687 | \$ 0 | 151,868 | D |

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Stock

Class A

Common 01/05/2015 S⁽²⁾ 4,687 D \$ 20.14 147,181 D

Stock

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy Class A Common Stock) | \$ 10.5 | 01/02/2015 | | M | 4,688 | ⁽³⁾ 11/01/2022 | Class A Common Stock | 4,688 |
| Stock Option (right to buy Class A Common Stock) | \$ 16.34 | 01/05/2015 | | M | 4,687 | ⁽⁴⁾ 04/03/2023 | Class A Common Stock | 4,687 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Archer Kuan 3465 EAST FOOTHILL BOULEVARD | | | Chief Operating Officer | |

PASADENA, CA 91107

Signatures

/s/ Lina Davidian as attorney-in-fact for Kuan
Archer

01/06/2015

__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) Represents shares of Class A Common Stock underlying a restricted stock unit award that vests as to 1/4 of the shares on each of January 2, 2016, 2017, 2018 and 2019, subject to the reporting person's provision of services to the issuer on each vesting date.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 4, 2014.
- (3) Options vest as to 1/4 of the shares on November 1, 2013 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (4) Options vest as to 1/4 of the shares on April 3, 2014 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting 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.