

GREEN DOT CORP

Form 4

July 12, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
07/10/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock            | 07/10/2013                              |                                                             | C                                       | 7,000                                                                   | A \$ 0                                                                                                             | 70,393                                                               | D                                       |
| Class A<br>Common<br>Stock            | 07/10/2013                              |                                                             | S <sup>(1)</sup>                        | 7,000                                                                   | D \$<br>(2) 20.01                                                                                                  | 63,393                                                               | D                                       |
| Class A<br>Common<br>Stock            | 07/11/2013                              |                                                             | C                                       | 7,000                                                                   | A \$ 0                                                                                                             | 70,393                                                               | D                                       |
| Class A<br>Common                     | 07/11/2013                              |                                                             | S <sup>(1)</sup>                        | 7,000                                                                   | D \$<br>19.95                                                                                                      | 63,393                                                               | D                                       |

Edgar Filing: GREEN DOT CORP - Form 4

|         |       |   |          |
|---------|-------|---|----------|
| Stock   | (3)   |   |          |
| Class A |       |   |          |
| Common  | 6,600 | I | By minor |
| Stock   |       |   | children |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3)                               | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares          |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------|
|                                                                                   |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)                                                                 |                                                 |
| Stock<br>Option<br>(right to<br>buy Class<br>B<br>Common<br>Stock) <sup>(4)</sup> | \$ 10.75                                                           | 07/10/2013                              |                                                             | M                                    |                                                                                                           | 7,000                                                          | 12/11/2012 12/11/2018                                               | Class B<br>Common<br>Stock <sup>(4)</sup> 7,000 |
| Class B<br>Common<br>Stock <sup>(4)</sup>                                         | <sup>(4)</sup>                                                     | 07/10/2013                              |                                                             | M                                    |                                                                                                           | 7,000                                                          | <sup>(4)</sup> <sup>(4)</sup>                                       | Class A<br>Common<br>Stock 7,000                |
| Class B<br>Common<br>Stock <sup>(4)</sup>                                         | <sup>(4)</sup>                                                     | 07/10/2013                              |                                                             | C                                    |                                                                                                           | 7,000                                                          | <sup>(4)</sup> <sup>(4)</sup>                                       | Class A<br>Common<br>Stock <sup>(5)</sup> 7,000 |
| Stock<br>Option<br>(right to<br>buy Class<br>B<br>Common<br>Stock) <sup>(4)</sup> | \$ 10.75                                                           | 07/11/2013                              |                                                             | M                                    |                                                                                                           | 7,000                                                          | 12/11/2012 12/11/2018                                               | Class B<br>Common<br>Stock <sup>(4)</sup> 7,000 |
| Class B<br>Common<br>Stock <sup>(4)</sup>                                         | <sup>(4)</sup>                                                     | 07/11/2013                              |                                                             | M                                    |                                                                                                           | 7,000                                                          | <sup>(4)</sup> <sup>(4)</sup>                                       | Class A<br>Common<br>Stock 7,000                |

|                                       |            |            |   |       |            |            |                                       |       |
|---------------------------------------|------------|------------|---|-------|------------|------------|---------------------------------------|-------|
| Class B<br>Common<br>Stock <u>(4)</u> | <u>(4)</u> | 07/11/2013 | C | 7,000 | <u>(4)</u> | <u>(4)</u> | Class A<br>Common<br>Stock <u>(5)</u> | 7,000 |
|---------------------------------------|------------|------------|---|-------|------------|------------|---------------------------------------|-------|

## Reporting Owners

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

## Signatures

|                                                              |            |
|--------------------------------------------------------------|------------|
| /s/ Lina Davidian as attorney-in-fact for John L.<br>Keatley | 07/12/2013 |
|--------------------------------------------------------------|------------|

    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 \$19.74 to
- (2) \$20.70. 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 \$19.88 to
- (3) \$20.03. 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.
- (4) 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.
- (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.