

GREEN DOT CORP

Form 3

May 15, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Shifke Mark L
(Last) (First) (Middle)

3465 EAST FOOTHILL
BOULEVARD

(Street)

PASADENA,Â CAÂ 91107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/07/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
Acting Chief Financial Officer

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

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

680,327 ⁽¹⁾

D

Â

Class A Common Stock

121,903

I

By daughter

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy Class A Common Stock)	Â (2)	10/01/2022	Class A Common Stock	19,380	\$ 12.75	D	Â
Stock Option (right to buy Class A Common Stock)	Â (3)	05/08/2020	Class A Common Stock	37,500	\$ 18.56	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shifke Mark L 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	Â	Â	Â Acting Chief Financial Officer	Â

Signatures

/s/ Lina Davidian as attorney-in-fact for Mark L.
Shifke

05/15/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Represents (a) 528,144 shares of Class A common stock held directly, and (b) 152,183 shares underlying restricted stock unit awards that
- (1) will vest on various dates between July 5, 2015 and January 2, 2019, subject to the reporting person's provision of services to the issuer on each vesting date.
 - (2) Options vest as to 1/4 of the shares on August 3, 2013 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
 - (3) Options vest as to 1/4 of the shares on May 8, 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.

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