

Streit Steven W  
 Form 4  
 December 14, 2017

**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 \*  
 Streit Steven W

(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)  
 12/12/2017

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)  
 President and CEO

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 12/12/2017                           |  | M                              |   | 2,665   | A  | \$ 4.64 176,621 D                                     |
| Class A Common Stock            | 12/12/2017                           |  | M                              |   | 4,165   | A  | \$ 20.01 180,786 D                                    |
| Class A Common Stock            | 12/12/2017                           |  | S <sup>(1)</sup>               |   | 6,830   | D  | \$ 61.4531 173,956 D                                  |
| Class A Common                  | 12/13/2017                           |  | M                              |   | 2,665   | A  | \$ 4.64 176,621 D                                     |

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|                            |            |  |                        |       |   |                             |           |   |  |
|----------------------------|------------|--|------------------------|-------|---|-----------------------------|-----------|---|--|
| Stock                      |            |  |                        |       |   |                             |           |   |  |
| Class A<br>Common<br>Stock | 12/13/2017 |  | M                      | 4,165 | A | \$ 20.01                    | 180,786   | D |  |
| Class A<br>Common<br>Stock | 12/13/2017 |  | <u>S<sup>(1)</sup></u> | 4,620 | D | \$<br>61.5126<br><u>(3)</u> | 176,166   | D |  |
| Class A<br>Common<br>Stock | 12/13/2017 |  | <u>S<sup>(1)</sup></u> | 2,210 | D | \$<br>62.2267<br><u>(4)</u> | 173,956   | D |  |
| Class A<br>Common<br>Stock | 12/14/2017 |  | M                      | 2,665 | A | \$ 4.64                     | 176,621   | D |  |
| Class A<br>Common<br>Stock | 12/14/2017 |  | M                      | 4,165 | A | \$ 20.01                    | 180,786   | D |  |
| Class A<br>Common<br>Stock | 12/14/2017 |  | <u>S<sup>(1)</sup></u> | 3,430 | D | \$<br>59.7146<br><u>(5)</u> | 177,356   | D |  |
| Class A<br>Common<br>Stock | 12/14/2017 |  | <u>S<sup>(1)</sup></u> | 3,300 | D | \$<br>60.4115<br><u>(6)</u> | 174,056   | D |  |
| Class A<br>Common<br>Stock | 12/14/2017 |  | <u>S<sup>(1)</sup></u> | 100   | D | \$ 61.27                    | 173,956   | D |  |
| Class A<br>Common<br>Stock |            |  |                        |       |   |                             | 3,498,355 | I | By Steven<br>W. Streit<br>Family<br>Trust <u>(7)</u> |
| Class A<br>Common<br>Stock |            |  |                        |       |   |                             | 25,757    | I | By minor<br>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 | 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<br>of Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|

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| Derivative Security                                 |          |            | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       | Date<br>Exercisable | Expiration<br>Date | Title                | Amount<br>or<br>Number<br>of<br>Shares |
|---|----------|------------|---|-------|---------------------|--------------------|----------------------|--|
|   |          |            | Code  | V     |                     |                    |                      |  |
| Stock Option<br>(right to buy Class A Common Stock) | \$ 4.64  | 12/12/2017 | M   | 2,665 | 08/31/2011          | 02/15/2018         | Class A Common Stock | 2,665                                  |
| Stock Option<br>(right to buy Class A Common Stock) | \$ 20.01 | 12/12/2017 | M   | 4,165 | 11/12/2013          | 11/12/2019         | Class A Common Stock | 4,165                                  |
| Stock Option<br>(right to buy Class A Common Stock) | \$ 4.64  | 12/13/2017 | M   | 2,665 | 08/31/2011          | 02/15/2018         | Class A Common Stock | 2,665                                  |
| Stock Option<br>(right to buy Class A Common Stock) | \$ 20.01 | 12/13/2017 | M   | 4,165 | 11/12/2013          | 11/12/2019         | Class A Common Stock | 4,165                                  |
| Stock Option<br>(right to buy Class A Common Stock) | \$ 4.64  | 12/14/2017 | M   | 2,665 | 08/31/2011          | 02/15/2018         | Class A Common Stock | 2,665                                  |
| Stock Option<br>(right to buy Class                 | \$ 20.01 | 12/14/2017 | M   | 4,165 | 11/12/2013          | 11/12/2019         | Class A Common Stock | 4,165                                  |

A  
Common  
Stock)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Streit Steven W<br>3465 EAST FOOTHILL BOULEVARD<br>PASADENA, CA 91107 | X             |           | President and CEO |       |

## Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W. Streit 12/14/2017

\_\_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, 2017. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.00 to \$61.81 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.01 to \$62.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.01 to \$62.51 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.15 to \$60.14 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.15 to \$61.08 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6) The reporting person is the trustee of the trust.
- (7)

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.