



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 26, 2017, Green Dot Corporation (the “Company”) entered into a letter agreement (the “Goodwin Agreement”) with Lewis B. Goodwin to provide for the terms of his separation from the Company. In the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 31, 2016, the Company previously disclosed that Mr. Goodwin, one of the Company’s named executive officers for 2016, ceased serving as Chief Executive Officer of the Company’s subsidiary bank, Green Dot Bank, effective as of August 31, 2017. Pursuant to the terms of the Goodwin Agreement, Mr. Goodwin’s employment with the Company terminated as of January 4, 2017 and the Company agreed to pay to Mr. Goodwin cash severance of \$180,000, or six months of his base salary. The Company also agreed to pay to Mr. Goodwin the bonus to which he would have been entitled under the Company’s 2016 Executive Officer Incentive Bonus Plan had he served through the date that bonuses are paid to all other participants thereunder, with the payment of such bonus to be made at the same time other participants receive payment. In addition, the agreement provides that the vesting or settlement of stock options and restricted stock units held by Mr. Goodwin will be accelerated as though he remained employed through April 3, 2017. The Company has agreed to provide continued group health plan coverage through the Consolidated Omnibus Budget Reconciliation Act of 1995 (“COBRA”), for up to six months (measured from January 4, 2017) at the Company’s expense. Mr. Goodwin provided the Company and its affiliates a general liability release under the Goodwin Agreement and, assuming no revocation during the 7-day revocation right period under the Goodwin Agreement, the cash payments described above and the release will become binding and effective on February 3, 2017. Cash amounts payable as described above will be reduced by applicable tax withholding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Number Description

10.01	Terms of Separation of Employment, dated January 26, 2017, by and between the Company and Lewis Goodwin.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GREEN DOT CORPORATION

By: /s/ John C. Ricci  
John C. Ricci  
General Counsel and Secretary

Date: February 1, 2017

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