

GREEN DOT CORP
Form 4
August 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
Ricci John C

(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)
08/28/2013

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)
General Counsel and Secretary

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	08/28/2013		C		9,700	A	\$ 0 9,700	D	
Class A Common Stock	08/28/2013		C		4,460	A	\$ 0 4,460 ⁽¹⁾	I	By minor children

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$ 1.41	08/28/2013		C	129,300 ⁽³⁾	01/19/2010 01/19/2016	Class B Common Stock ⁽²⁾
Stock Option (right to buy Class A Common Stock)	\$ 1.41	08/28/2013		C	129,300 ⁽³⁾	01/19/2010 01/19/2016	Class A Common Stock
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$ 4.64	08/28/2013		C	49,914 ⁽³⁾	08/31/2011 02/15/2018	Class B Common Stock ⁽²⁾
Stock Option (right to buy Class A Common Stock)	\$ 4.64	08/28/2013		C	49,914 ⁽³⁾	08/31/2011 02/15/2018	Class A Common Stock
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$ 10.75	08/28/2013		C	30,000 ⁽³⁾	12/11/2012 12/11/2018	Class B Common Stock ⁽²⁾
Stock Option	\$ 10.75	08/28/2013		C	30,000 ⁽³⁾	12/11/2012 12/11/2018	Class A Common

								Stock
(right to buy Class A Common Stock)								
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$ 20.01	08/28/2013	C	100,000 ⁽³⁾	⁽⁴⁾	11/12/2019	Class B Common Stock ⁽²⁾	
Stock Option (right to buy Class A Common Stock)	\$ 20.01	08/28/2013	C	100,000 ⁽³⁾	⁽⁴⁾	11/12/2019	Class A Common Stock	
Class B Common Stock ⁽²⁾	\$ 0	08/28/2013	C	9,700 ⁽⁵⁾	⁽²⁾	⁽²⁾	Class A Common Stock	
Class B Common Stock ⁽²⁾	\$ 0	08/28/2013	C	4,460 ⁽⁵⁾	⁽²⁾	⁽²⁾	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ricci John C 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107			General Counsel and Secretary	

Signatures

/s/ Lina Davidian as attorney-in-fact for John C. Ricci	08/30/2013
**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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) 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.

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- Shares underlying the option converted from Class B Common Stock into Class A Common Stock on a one-for-one basis in accordance
- (3) with terms for the automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.
 - (4) Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.

- The Class B Common Stock converted into shares of Class A Common Stock on a one-for-one basis in accordance with terms for the
- (5) automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.

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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