

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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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3465 EAST FOOTHILL BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

PASADENA, CA 91107
 (City) (State) (Zip)

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

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

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|----------|------------|---|-------|---------------------|--------------------|----------------------|--|
| | | | Code | V | | | | |
| Stock Option (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 (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 (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 (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 (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 (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 3465 EAST FOOTHILL BOULEVARD 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 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.
 - (7) The reporting person is the trustee of the trust.

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.