## Edgar Filing: GREEN DOT CORP - Form 4

| GREEN DOT   | CORP  |   |  |  |   |                        |                |   |  |  |  |
|---|---|---|--|--|---|------------------------|----------------|---|--|--|--|
| Form 4  | ,   |   |  |  |   |                        |                |   |  |  |  |
| April 07, 2014  |   |   |  |  |   |                        |                |   | OMB A  | PPROVAL  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  |   |   |  |  |   |                        | OMB<br>Number: | 3235-0287   |  |  |  |
| Check this<br>if no longe<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligations<br>may contin<br><i>See</i> Instruct<br>1(b). | er <b>STATE</b><br>5.<br>Filed pu<br>s Section 17 | <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b><br><b>SECURITIES</b><br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>20(b) of the Investment Company Act of 1940 |  |  |   |                        |                |   |  | January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5 |  |
| (Print or Type Re   | esponses)   |   |  |  |   |                        |                |   |  |  |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Ricci John C  |   |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>GREEN DOT CORP [GDOT] |  |   |                        |                | 5. Relationship of Reporting Person(s) to<br>Issuer   |  |  |  |
|   |   |   | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>04/03/2014              |  |   |                        |                | (Check all applicable)<br><u></u> Director<br><u>X</u> Officer (give title <u></u> 10% Owner<br><u></u> Other (specify<br>below)<br>General Counsel and Secretary                                       |  |  |  |
|   |   |   |  | endment, Date Original<br>nth/Day/Year)          |   |                        |                | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul> |  |  |  |
| (City)  | (State)   | (Zip)   | Table  | e I - Non-De                                     | erivative S                                       | ecuri                  | ties Aco       | quired, Disposed o  | f, or Beneficial   | lly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Day(Month/Day/Yea                  | r) Execution<br>any   |  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | 4. Securit<br>mAcquired<br>Disposed<br>(Instr. 3, | ties<br>(A) o<br>of (D | r<br>)         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | -  |  |
| Class A<br>Common<br>Stock  | 04/03/2014  |   |  | F  |   | A                      | \$ 0           | 100,176   | D  |  |  |
| Class A<br>Common<br>Stock  |   |   |  |  |   |                        |                | 4,460 <u>(2)</u>  | 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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | ;                   | Date               | 7. Title<br>Amoun<br>Underl<br>Securi<br>(Instr. | int of<br>lying                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|--|---|---|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

| Reporting Owner Name / Address                                     | Relationships |           |                               |       |  |  |  |
|--|---------------|-----------|-------------------------------|-------|--|--|--|
| 1 0  | Director      | 10% Owner | Officer                       | Other |  |  |  |
| Ricci John C<br>3465 EAST FOOTHILL BOULEVARD<br>PASADENA, CA 91107 |               |           | General Counsel and Secretary |       |  |  |  |
| Signatures   |               |           |                               |       |  |  |  |
| /s/ Lina Davidian as attorney-in-fact for Jol<br>Ricci             | hn C.         | 04/0      | )7/2014                       |       |  |  |  |
| <u>**</u> Signature of Reporting Person                            |               | ]         | Date                          |       |  |  |  |
| <b>Explanation of Response</b>                                     | es:           |           |                               |       |  |  |  |

\* 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).

Represents shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance
 (1) obligations in connection with the net settlement of the RSUs, based on a price of \$19.54 per share, which represented the closing price of the issuer's Class A Common Stock on April 3, 2014, and does not represent a sale by the reporting person.

(2) 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.

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.