Streit Steven W Form 4 March 22, 2018

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per 0.5 response...

January 31,

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre Streit Steven W	*	ng Person *	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)	3. Date of Earliest Transaction	(Shoon an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
3465 EAST FOOTHILL BOULEVARD			03/20/2018	X Officer (give title Other (specify below)			
				President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
PASADENA, CA 91107				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	03/20/2018		M	4,165	A	\$ 20.01	285,958	D	
Class A Common Stock	03/20/2018		S <u>(1)</u>	700	D	\$ 66.5371 (2)	285,258	D	
Class A Common Stock	03/20/2018		S <u>(1)</u>	3,465	D	\$ 67.3876 (3)	281,793	D	
Class A Common	03/21/2018		M	4,165	A	\$ 20.01	285,958	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
Class A Common Stock						3,498,355	I	By Steven W. Streit Family Trust (6)
Class A Common Stock	03/22/2018	S <u>(1)</u>	4,165	D	\$ 65.8409 (5)	281,793	D	
Class A Common Stock	03/22/2018	M	4,165	A	\$ 20.01	285,958	D	
Class A Common Stock	03/21/2018	S <u>(1)</u>	4,165	D	\$ 67.2319 (4)	281,793	D	
Stock								

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number on 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy Class A Common Stock)	\$ 20.01	03/20/2018		M	4,165	11/12/2013	11/12/2019	Class A Common Stock	4,165
Stock Option (right to buy Class	\$ 20.01	03/21/2018		M	4,165	11/12/2013	11/12/2019	Class A Common Stock	4,165

A

Common

Stock)

Stock

Option

(right to Class A

buy Class \$ 20.01 03/22/2018 M 4,165 11/12/2013 11/12/2019 Common 4,165

Stock

Common Stock)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Streit Steven W

3465 EAST FOOTHILL BOULEVARD X President and CEO

PASADENA, CA 91107

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W.
Streit 03/22/2018

**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 \$65.92 (2) to \$66.83 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.92 (3) to \$67.87 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.91 (4) to \$67.70 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.35 to \$66.34 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.

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.

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