

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>Streit Steven W</u> <hr/> (Last) (First) (Middle) 3465 EAST FOOTHILL BOULEVARD <hr/> (Street) PASADENA CA 91107 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [ GDOT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President and CEO		
			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012					
			4. If Amendment, Date of Original Filed (Month/Day/Year) 02/13/2013			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	02/28/2011		C	210,247 <sup>(1)(2)</sup>	A	\$0.00	210,247	D	
Class A Common Stock	02/28/2011		G	210,247 <sup>(2)</sup>	D	\$0.00	0	D	
Class A Common Stock	03/08/2011		C	42,627 <sup>(1)(3)</sup>	A	\$0.00	42,627	D	
Class A Common Stock	03/08/2011		G	42,627 <sup>(4)</sup>	D	\$0.00	0	D	
Class A Common Stock	03/08/2011		G	42,627	A	\$0.00	252,874	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class A Common Stock	03/08/2011		C	2,132 <sup>(1)</sup>	A	\$0.00	2,132	D	
Class A Common Stock	03/08/2011		G	2,132 <sup>(4)</sup>	D	\$0.00	0	D	
Class A Common Stock	03/08/2011		G	2,132	A	\$0.00	255,006	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class A Common Stock	02/09/2012		C	95,560 <sup>(1)(6)(7)</sup>	A	\$0.00	95,560	D	
Class A Common Stock	02/09/2012		G	95,560 <sup>(7)</sup>	D	\$0.00	0	D	
Class A Common Stock	02/09/2012		G	95,560 <sup>(7)</sup>	A	\$0.00	350,566	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class A Common Stock	02/29/2012		G	95,560 <sup>(7)</sup>	D	\$0.00	255,006	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class A Common Stock	02/29/2012		G	95,560	A	\$0.00	95,560	I	By Streit 2012 GRAT A dated 02/07/2012 <sup>(5)</sup>
Class A Common Stock	02/09/2012		C	4,779 <sup>(1)(8)</sup>	A	\$0.00	4,779	D	
Class A Common Stock	02/09/2012		G	4,779 <sup>(8)</sup>	D	\$0.00	0	D	
Class A Common Stock	02/09/2012		G	4,779 <sup>(8)</sup>	A	\$0.00	259,785	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class A Common Stock	02/29/2012		G	4,779 <sup>(8)</sup>	D	\$0.00	344,006 <sup>(9)</sup>	I	By Steven W. Streit Family Trust <sup>(5)</sup>

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	02/29/2012		G	4,779	A	\$0.00	4,779	I	By Streit 2012 GRAT B dated 02/07/2012 <sup>(5)</sup>
Class A Common Stock							388 <sup>(10)</sup>	I	By father

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(11)	02/28/2011		C		210,247 <sup>(2)</sup>	(11)	(11)	Class A Common Stock	210,247	\$0.00	0	D	
Class B Common Stock	(11)	03/08/2011		C		42,627 <sup>(3)</sup>	(11)	(11)	Class A Common Stock	42,627	\$0.00	357,373	I	By Streit 2009 GRAT A <sup>(5)</sup>
Class B Common Stock	(11)	03/08/2011		C		2,132 <sup>(12)</sup>	(11)	(11)	Class A Common Stock	2,132	\$0.00	0	D	
Class B Common Stock	(11)	02/09/2012		C		95,560 <sup>(6)</sup>	(11)	(11)	Class A Common Stock	95,560	\$0.00	261,813	I	By Streit 2009 GRAT A <sup>(5)</sup>
Class B Common Stock	(11)	02/09/2012		C		4,779 <sup>(13)</sup>	(11)	(11)	Class A Common Stock	4,779	\$0.00	0	D	
Class B Common Stock	(11)						(11)	(11)	Class A Common Stock	2,638,294		2,638,294 <sup>(14)</sup>	I	By Steven W. Streit Family Trust <sup>(5)</sup>
Class B Common Stock	(11)						(11)	(11)	Class A Common Stock	28,020		11,000 <sup>(15)</sup>	I	By minor children

**Explanation of Responses:**

- Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the applicable transaction.
- These shares were gifted to the Steven W. Streit Family Trust on February 28, 2011 by the reporting person.
- These shares that were previously reported as indirectly beneficially owned by the Streit 2009 GRAT A, and subsequently were distributed to and became directly owned by the reporting person on March 8, 2011 pursuant to the terms of the Streit 2009 GRAT A, which provides for annual annuity distributions from the trust to its grantor.
- These shares were gifted to the Steven W. Streit Family Trust on March 8, 2011 by the reporting person.
- The reporting person is the trustee of the trust.
- These shares were previously reported as indirectly beneficially owned by the Streit 2009 GRAT A but were distributed to and became directly owned by the reporting person on February 9, 2012 pursuant to the terms of the Streit 2009 GRAT A, which provides for annual annuity distributions from the trust to its grantor.
- These shares were gifted to the Steven W. Streit Family Trust on February 9, 2012 by the reporting person. Thereafter, these shares were contributed to the Streit 2012 GRAT A dated 2/7/2012 on February 29, 2012.
- These shares were gifted to the Steven W. Streit Family Trust on February 9, 2012 by the reporting person. Thereafter, these shares were contributed to the Streit 2012 GRAT B dated 2/7/2012 on February 29, 2012.
- As of December 31, 2012, the Steven W. Streit Family Trust holds 344,006 shares of Class A Common Stock, which amount reflects the previously reported acquisition of a total of 89,000 shares of Class A Common Stock on November 6 and November 7, 2012.
- 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.
- 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.
- These shares that were previously reported as indirectly beneficially owned by the Streit 2009 GRAT B, and subsequently were distributed to and became directly owned by the reporting person on March 8, 2011 pursuant to the terms of the Streit 2009 GRAT B, which provides for annual annuity distributions from the trust to its grantor.
- These shares were previously reported as indirectly beneficially owned by the Streit 2009 GRAT B but were distributed to and became directly owned by the reporting person on February 9, 2012 pursuant to the terms of the Streit 2009 GRAT B, which provides for annual annuity distributions from the trust to its grantor.
- As of December 31, 2012, the Steven W. Streit Family Trust holds 2,638,294 shares of Class B Common Stock, which amount reflects the previously reported disposition of 4,000 shares of Class B Common Stock on May 9, 2012 in connection with a gift to an unaffiliated entity of a like number of shares of Class A Common Stock issued upon conversion thereof in connection with the gift.
- The reporting person no longer has a reportable beneficial ownership interest in 22,020 shares of the issuer's Class B Common Stock owned by one of his children and included in the reporting person's prior ownership reports.

**Remarks:**

This amended Form 5 is being filed solely to restate the transactions reported in the Form 5 filed on February 14, 2013, to reflect the automatic conversion of shares of Class B common stock to Class A common stock in connection therewith, and to correct the number of shares of Class B common stock held by the reporting person's minor children from 28,020 shares to 11,000 shares.

/s/ Lina Davidian as attorney-in-fact for Steven W. Streit 03/07/2013

\*\* Signature of Reporting Person Date

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

\* 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).

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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