

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

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Hanna Virginia L.</u> (Last) (First) (Middle) 8105 IRVINE CENTER DRIVE, SUITE 1170 (Street) IRVINE CA 92618 (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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010 | |

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 | | | | | | | | 0 | I | By David William Hanna Trust dated October 30, 1989 |
| Class A Common Stock | | | | | | | | 0 | I | By Tim J. Morgan, Trustee of Hanna 2008 Annuity Trust dated 6/5/08 |
| Class A Common Stock | | | | | | | | 0 | I | By Virginia L. Hanna Trust dated August 16, 2001 |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series A Convertible Preferred Stock ⁽¹⁾ | \$0.00 | 07/27/2010 | | C | | | 191,792 | (1) | (1) | Class B Common Stock ⁽²⁾ | 191,792 | \$0.00 | 0 | I | By David William Hanna Trust dated October 30, 1989 |
| Series B Convertible Preferred Stock ⁽¹⁾ | \$0.00 | 07/27/2010 | | C | | | 667,813 | (1) | (1) | Class B Common Stock ⁽²⁾ | 667,813 | \$0.00 | 0 | I | By David William Hanna Trust dated October 30, 1989 |
| Series C Convertible Preferred Stock ⁽¹⁾ | \$0.00 | 07/27/2010 | | C | | | 170,350 | (1) | (1) | Class B Common Stock ⁽²⁾ | 170,350 | \$0.00 | 0 | I | By David William Hanna Trust dated October 30, 1989 |

**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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series C-1 Convertible Preferred Stock ⁽¹⁾ | \$0.00 | 07/27/2010 | | C | | | 78,635 | (1) | (1) | Class B Common Stock ⁽²⁾ | 78,635 | \$0.00 | 0 | I | By Tim J. Morgan, Trustee of Hanna 2008 Annuity Trust dated 6/5/08 |
| Class B Common Stock ⁽²⁾ | \$0.00 | 07/27/2010 | | C | | 1,029,955 | | (2) | (2) | Class A Common Stock | 1,029,955 | \$0.00 | 1,029,955 ⁽³⁾ | I | By David William Hanna Trust dated October 30, 1989 |
| Class B Common Stock ⁽²⁾ | \$0.00 | 07/27/2010 | | C | | 78,635 | | (2) | (2) | Class A Common Stock | 78,635 | \$0.00 | 78,635 ⁽⁴⁾ | I | By Tim J. Morgan, Trustee of Hanna 2008 Annuity Trust dated 6/5/08 |
| Class B Common Stock ⁽²⁾ | \$0.00 | | | | | | | (2) | (2) | Class A Common Stock | 68,200 | | 68,200 | I | By Virginia L. Hanna Trust dated August 16, 2001 |

Explanation of Responses:

- The convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration date.
- 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.
- The trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.
- The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of these securities in 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.

Remarks:

/s/ Lina Davidian as attorney-in-fact for Virginia L. Hanna 07/29/2010

** 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.

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 Number.