

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Sgoutas Konstantinos</u> (Last) (First) (Middle) 3465 EAST FOOTHILL BOULEVARD (Street) PASADENA CA 91107 (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) Director 10% Owner Officer (give title below) Other (specify below) Chief Revenue Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/07/2013		C		7,189	A	\$0.00	21,827	D	
Class A Common Stock	08/07/2013		s ⁽¹⁾		7,189	D	\$25	14,638	D	

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						Amount or Number of Shares
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$1.41	08/07/2013		M		5,909		02/01/2010	02/01/2016	Class B Common Stock ⁽²⁾	5,909	\$0.00	0	D	
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$4.64	08/07/2013		M		846		08/31/2011	02/15/2018	Class B Common Stock ⁽²⁾	846	\$0.00	0	D	
Stock Option (right to buy Class B Common Stock) ⁽²⁾	\$1.41	08/07/2013		M		434		06/23/2009	08/24/2015	Class B Common Stock ⁽²⁾	434	\$0.00	0	D	
Class B Common Stock ⁽²⁾	\$0.00	08/07/2013		M		7,189		(2)	(2)	Class A Common Stock	7,189	\$0.00	7,189	D	
Class B Common Stock ⁽²⁾	\$0.00	08/07/2013		C		7,189		(2)	(2)	Class A Common Stock ⁽³⁾	7,189	\$0.00	0	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2013.
- 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 holder elected to convert the shares of Class B Common Stock into Class A Common Stock, which Class A Common Stock has no exercisable date or expiration date.

Remarks:

/s/ Lina Davidian as attorney-in-fact for Konstaninos Sgoutas 08/09/2013

** 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.

