

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 23, 2026

Green Dot Corporation

(Exact Name of the Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34819

(Commission File Number)

95-4766827

(IRS Employer Identification No.)

1675 N. Freedom Blvd (200 West) Building 1

Provo, Utah 84604

(Address of Principal Executive Offices)

(626) 765-2000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Class A Common Stock, \$0.001 par value	GDOT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 23, 2026, Green Dot Corporation (“Green Dot”) held a virtual special meeting of stockholders (the “Green Dot special meeting”) to consider certain proposals related to (a) the Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 23, 2025, by and among Green Dot, CommerceOne Financial Corporation, an Alabama corporation (“CommerceOne”), Compass Sub North, Inc., a newly formed Delaware corporation and a direct, wholly owned subsidiary of CommerceOne (“New CommerceOne”), Compass Sub East, Inc., a newly formed Delaware corporation and a direct, wholly owned subsidiary of New CommerceOne (“Merger Sub One”), and Compass Sub West, Inc., a newly formed Delaware corporation and an indirect, wholly owned subsidiary of New CommerceOne (“Merger Sub Two”), pursuant to which, upon the terms and subject to the conditions set forth therein, (i) Merger Sub One will merge with and into CommerceOne and Merger Sub Two will merge with and into Green Dot (collectively, the “First Mergers”), with CommerceOne and Green Dot, respectively, surviving the First Mergers; and (ii) following the First Mergers, CommerceOne will merge with and into New CommerceOne, with New CommerceOne surviving under the name “CommerceOne Financial Corporation” (together with the First Mergers, the “Mergers”), and (b) the Separation Agreement, dated as of November 23, 2025, by and among Green Dot, Green Dot OpCo, LLC (“Payments Buyer”) and New CommerceOne (the “Separation Agreement”), pursuant to which, upon the terms and subject to the conditions therein, following the First Mergers, (i) Green Dot will convert into a limited liability company, (ii) Green Dot will distribute the stock of Green Dot Bank, a Utah-chartered bank and wholly owned subsidiary of Green Dot, to Compass Sub Northwest, Inc., a newly formed Delaware corporation and direct, wholly owned subsidiary of New CommerceOne, and (iii) Payments Buyer will acquire Green Dot and its non-bank financial technology and related assets and operations (together with the Mergers, the “Proposed Transaction”).

As of the close of business on May 15, 2026, the record date for the Green Dot special meeting, there were 56,682,705 shares of Class A common stock, par value \$0.001, of Green Dot (“Green Dot common stock”) outstanding, each of which was entitled to one vote for each proposal at the Green Dot special meeting. At the Green Dot special meeting, a total of 41,062,043 shares of Green Dot common stock were present virtually via the Green Dot special meeting website or by proxy, which represented 72.44% of the shares of Green Dot common stock outstanding and entitled to vote at the Green Dot special meeting, constituting a quorum to conduct business.

At the Green Dot special meeting, Green Dot’s stockholders voted on the following four proposals and cast their votes as set forth below. Each of the four proposals was approved by the requisite vote of Green Dot’s stockholders. For more information on each of these proposals, see the definitive proxy statement filed by Green Dot with the U.S. Securities and Exchange Commission on May 8, 2026.

1. To adopt the Merger Agreement (the “merger proposal”);

For	Against	Abstain	Broker Non-Votes
40,869,891	139,918	52,234	N/A

The merger proposal received the affirmative vote of more than a majority of all the votes entitled to be cast thereon by the holders of outstanding Green Dot common stock. The votes cast in favor of the merger proposal represented more than 99% of all votes cast on the merger proposal.

2. To approve the transactions contemplated by the Separation Agreement (the “separation proposal”);

For	Against	Abstain	Broker Non-Votes
40,709,555	300,237	52,251	N/A

The separation proposal received the affirmative vote of more than a majority of all the votes entitled to be cast thereon by the holders of outstanding Green Dot common stock. The votes cast in favor of the separation proposal represented more than 99% of all votes cast on the separation proposal.

3. To approve, on an advisory (non-binding) basis, the transaction-related compensation payments that will or may be paid to named executive officers of Green Dot in connection with the transactions contemplated by the Merger Agreement and the Separation Agreement (the “compensation proposal”); and

For	Against	Abstain	Broker Non-Votes
35,353,034	4,957,445	751,564	N/A

Approval of the compensation proposal is not a condition to completion of the Proposed Transaction, and the vote with respect to the compensation proposal was advisory only and will not be binding on Green Dot.

4. To approve the adjournment of the Green Dot special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, there are not sufficient votes to approve both the merger proposal and the separation proposal, to establish a quorum or to ensure that any supplement or amendment to the proxy statement/prospectus is timely provided to holders of Green Dot common stock (the “adjournment proposal”).

For	Against	Abstain	Broker Non-Votes
40,501,916	500,917	59,210	N/A

Because there were sufficient votes to approve both the merger proposal and the separation proposal, no adjournment of the Green Dot special meeting was determined to be necessary or appropriate, and accordingly, the Green Dot special meeting was not adjourned and proceeded to conclusion.

Item 8.01. Other Events.

On June 23, 2026, Green Dot and CommerceOne issued a joint press release announcing the results of the Green Dot special meeting and the results of the special meeting of CommerceOne stockholders held on June 23, 2026. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Green Dot and CommerceOne expect the Proposed Transaction to be completed in the third quarter of 2026, subject to receipt of required regulatory approvals and the satisfaction or waiver of other customary closing conditions set forth in the Merger Agreement and the Separation Agreement.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit No.	Description
99.1	Joint press release of Green Dot Corporation and CommerceOne Financial Corporation, dated June 23, 2026
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GREEN DOT CORPORATION

By: /s/ Amy Pugh

Name: Amy Pugh

Title: General Counsel

Date: June 23, 2026

**PRESS RELEASE****GREEN DOT AND COMMERCEONE SHAREHOLDERS APPROVE PENDING ACQUISITION OF GREEN DOT****FOR IMMEDIATE RELEASE**

PROVO, Utah and BIRMINGHAM, Ala. – June 23, 2026. Green Dot Corporation (NYSE: GDOT) (“Green Dot”) and CommerceOne Financial Corporation (“CommerceOne”) today announced that each company’s respective shareholders have voted to approve the previously announced strategic transaction involving Green Dot, CommerceOne and Smith Ventures, LLC at each company’s Special Meeting of Stockholders (each, a “Special Meeting”).

Special Meeting Stockholder Vote Results

- **Green Dot:** More than 99% of the Green Dot shares voted at the Green Dot Special Meeting were voted in favor of the transaction, representing approximately 72% of the total number of outstanding shares of Green Dot common stock as of May 15, 2026, the record date for the Green Dot Special Meeting.
- **CommerceOne:** 100% of the CommerceOne shares voted at the CommerceOne Special Meeting were voted in favor of the transaction, representing approximately 69% of the total number of outstanding shares of CommerceOne common stock as of May 15, 2026, the record date for the CommerceOne Special Meeting.

“We appreciate the strong vote of confidence from our shareholders,” said William I. Jacobs, Chairman and Chief Executive Officer of Green Dot Corporation. “This milestone brings us closer to completing a transaction designed to unlock value for shareholders, enhance strategic focus, and position both the bank and fintech businesses for long-term success.”

“We are pleased to receive strong support from our shareholders, marking an important step in advancing this transformative transaction,” said Kenneth Till, Chief Executive Officer of CommerceOne. “The combination of Green Dot Bank with CommerceOne will create a well-capitalized, growth-oriented banking platform positioned to serve a diverse set of customers and partners, while supporting the continued expansion of embedded finance capabilities.”

“We appreciate the strong support of Green Dot and CommerceOne shareholders for a transaction structure designed to allow the fintech and banking businesses each to operate with greater focus,” said Blake Davidson, Managing Partner of Smith Ventures. “Smith Ventures looks forward to completing the remaining steps and to partnering with CommerceOne as the fintech’s issuing bank once the transactions close.”

Shareholder approval marks an important step toward completion of the transactions, pursuant to which CommerceOne will acquire Green Dot Bank and form a new publicly traded bank holding company that owns CommerceOne Bank and Green Dot Bank, and Smith Ventures will acquire and privatize Green Dot’s non-bank fintech operations, to be run as an independent fintech.

Additionally, Green Dot Bank will serve as the exclusive issuing bank to the independent fintech business owned by Smith Ventures under a long-term agreement.

The transactions are expected to be completed in the third quarter of 2026, subject to approval by the Board of Governors of the Federal Reserve System, the Alabama State Banking Department and the Utah Department of Financial Institutions and the satisfaction of other customary closing conditions.

About Green Dot

Green Dot Corporation (NYSE: GDOT) is a financial technology platform and registered bank holding company that builds banking and payment solutions to create value, retain and reward customers, and accelerate growth for businesses of all sizes. For more than two decades, Green Dot has delivered financial tools and services that address the most pressing financial needs of consumers and businesses, and that transform the way people and businesses manage and move money.

Green Dot delivers a broad spectrum of financial products to consumers and businesses through its portfolio of brands, including: GO2bank, a leading digital and mobile bank account offering simple, secure and useful banking for Americans living paycheck to paycheck; the Green Dot Network of more than 90,000 retail distribution and cash access locations nationwide; Arc by Green Dot, the single-source embedded finance platform combining all of Green Dot's secure banking and money processing capabilities to power businesses at all stages of growth; rapid! wage and disbursements solutions, providing pay card and earned wage access services to more than 7,000 businesses and their employees; and Santa Barbara TPG, the company's tax division, which processes on average approximately 13 million tax refunds annually.

Founded in 1999, Green Dot has managed more than 80 million accounts to date both directly and through its partners. Green Dot Bank is a subsidiary of Green Dot Corporation and member of the FDIC. For more information about Green Dot's products and services, please visit www.greendot.com.

About CommerceOne Financial Corporation

CommerceOne Financial Corporation is the parent company of CommerceOne Bank, a full-service commercial and private bank headquartered in Birmingham, Alabama. Established in 2022, the holding company supports the Bank's mission to deliver long-term shareholder value through disciplined growth, sound risk management, and a commitment to exceptional client service.

Founded in 2018 as a community bank, CommerceOne Bank combines relationship-driven banking with modern technology to meet the needs of commercial and private clients across the Southeast. The Bank focuses on strategic growth, maintaining strong asset quality and operational efficiency while expanding its market presence and product offerings.

CommerceOne Financial Corporation remains focused on building a premier financial institution defined by integrity, performance, and a relentless commitment to its clients, communities, and shareholders. For more information, visit <https://www.commerceonebank.com>.

Cautionary Notes on Forward-Looking Statements

This communication contains statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are statements that could be deemed to be forward-looking statements. These forward-looking statements include, but are not limited to, certain plans, expectations, goals, projections, and statements about the benefits or costs of the proposed transactions, the plans, objectives, expectations and intentions of Green Dot, CommerceOne, and affiliates of Smith Ventures, LLC (“Smith Ventures”), including future financial and operating results (including the anticipated impact of the proposed transactions), statements related to the expected timing of the completion of the proposed transactions, the plans, objectives, expectations and intentions of Compass Sub North, Inc., a newly formed Delaware corporation and a direct, wholly-owned subsidiary of CommerceOne (to be renamed “CommerceOne Financial Corporation” as part of the proposed transactions), following the consummation of the proposed transactions described herein, and other statements that are not historical facts. You can identify these forward-looking statements through the use of words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “predicts,” “forecasts,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “continues,” “endeavors,” “strives,” “may” and “assumes,” variations of such words and similar expressions of the future or otherwise regarding the outlook for Green Dot’s, CommerceOne’s or the combined company’s future businesses and financial performance and/or the performance of the banking industry and economy in general.

Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve known and unknown risks and uncertainties which may cause the actual results, performance or achievements of Green Dot, CommerceOne or the combined company to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are based on the information known to, and current beliefs and expectations of, Green Dot or CommerceOne and are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by such forward-looking statements. A number of factors could cause actual results to differ materially from those contemplated by the forward-looking statements in this communication. Many of these factors are beyond Green Dot’s, CommerceOne’s or the combined company’s ability to control or predict, and there is no assurance that any list of risks and uncertainties or risk factors is complete. These factors include, among others, (1) the risk that the cost savings and synergies from the proposed transaction may not be fully realized or may take longer than anticipated to be realized, (2) disruption to Green Dot’s business and to CommerceOne’s business as a result of the announcement and pendency of the proposed transaction, (3) the risk that the integration of Green Dot’s and CommerceOne’s respective businesses and operations, or the separation of Green Dot’s non-bank fintech businesses from Green Dot Bank, will be materially delayed or will be more costly or difficult than expected, including as a result of unexpected factors or events, (4) the failure to satisfy the conditions to the closing of the transactions among Green Dot, CommerceOne and Smith Ventures, (5) the amount of the costs, fees, expenses and charges related to the transactions, (6) the ability by each of Green Dot, CommerceOne and Smith Ventures to obtain required governmental approvals of the proposed transactions on the timeline expected, or at all, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company after the closing of the proposed transaction or adversely affect the expected benefits of the proposed transactions, (7) reputational risk and the reaction of Green Dot’s or CommerceOne’s customers, suppliers, employees or other business partners to the proposed transactions, (8) challenges retaining or hiring key personnel following the proposed transactions, (9) any unexpected delay in closing the proposed transactions or the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or separation agreement, (10) the dilution caused by the issuance of shares of the combined company’s common stock in the transaction, (11) the possibility that the proposed transactions may be more expensive to complete than anticipated, including as a result of unexpected factors or events, (12) risks related to management and oversight of the business and operations of the combined company and the separation of Green Dot’s non-bank fintech business from Green Dot Bank and the combined company, (13) the possibility the combined company is subject to additional regulatory requirements or consent orders as a result of the proposed transactions, (14) the outcome of any legal or regulatory proceedings or governmental inquiries or investigations that may be currently pending or later instituted against Green Dot, CommerceOne or the combined company, and (15) general competitive, economic, political, regulatory and market conditions and other factors that may affect future results of Green Dot, CommerceOne and the combined company, including changes in asset quality and credit risk; the inability to sustain or achieve revenue and earnings growth; changes in interest rates and capital markets; inflation; customer borrowing, repayment, investment and deposit practices; the ability to raise or maintain liquidity, funding, and capital; the impact, extent and timing of technological changes; capital management activities; fraudulent or other illegal activity involving the products and services of Green Dot, CommerceOne or the combined company; cybersecurity risks, including cyber-attacks or security breaches; fluctuations in operating results; changes in legislation, regulation, policies or administrative practices and the ability to comply with such changes in a timely manner; and changes in the monetary and fiscal policies of the U.S. Government. Additional factors which could affect future results of Green Dot can be found in Green Dot’s filings with the Securities and Exchange Commission, including in Green Dot’s Annual Report on Form 10-K for the year ended December 31, 2025, as amended, under the captions “Forward-Looking Statements” and “Risk Factors,” and Green Dot’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Undue reliance should not be placed on any forward-looking statements, which are based on current expectations and speak only as of the date that they are made. Green Dot, CommerceOne, Compass Sub North, Inc. and Smith Ventures do not assume any obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as otherwise may be required by law.

Contacts

Investor Relations:

IR@greendotcorp.com

Media Relations:

PR@greendotcorp.com
