

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	
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1. Name and Address of Reporting Person* <u>Archer Kuan</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 Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015	
	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	01/02/2015		A		50,000 ⁽¹⁾	A	\$0.00	147,181	D	
Class A Common Stock	01/02/2015		M		4,688	A	\$0.00	151,869	D	
Class A Common Stock	01/02/2015		S ⁽²⁾		4,688	D	\$20.31	147,181	D	
Class A Common Stock	01/05/2015		M		4,687	A	\$0.00	151,868	D	
Class A Common Stock	01/05/2015		S ⁽²⁾		4,687	D	\$20.14	147,181	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						Title
Stock Option (right to buy Class A Common Stock)	\$10.5	01/02/2015		M			4,688	(3)	11/01/2022	Class A Common Stock	4,688	\$0.00	34,375	D	
Stock Option (right to buy Class A Common Stock)	\$16.34	01/05/2015		M			4,687	(4)	04/03/2023	Class A Common Stock	4,687	\$0.00	42,188	D	

Explanation of Responses:

- Represents shares of Class A Common Stock underlying a restricted stock unit award that vests as to 1/4 of the shares on each of January 2, 2016, 2017, 2018 and 2019, subject to the reporting person's provision of services to the issuer on each vesting date.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 4, 2014.
- Options vest as to 1/4 of the shares on November 1, 2013 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- Options vest as to 1/4 of the shares on April 3, 2014 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.

Remarks:

/s/ Lina Davidian as attorney-in-fact for Kuan Archer 01/06/2015

** 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.