

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): October 5, 2023

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.)

114 W 7th Street, Suite 240

Austin, Texas 78701

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 4, 2023, Peter Feld, a member of the Board of Directors (the "Board") of Green Dot Corporation (the "Company") and a member of the Compensation Committee and Risk Committee notified the Board that he was resigning from the Board, the Compensation Committee and the Risk Committee effective October 5, 2023. Mr. Feld's resignation was not the result of any disagreement with the Company on any matters relating to the Company's operations, policies or practices.

On October 6, 2023, the Company announced the appointment of Michelleta Razon to serve as a member of the Board and as a member of the Risk Committee of the Board, effective immediately.

In connection with her service as a director, Ms. Razon will receive the Company's standard non-employee director cash and equity compensation. Ms. Razon will receive a pro rata portion of the \$70,000 annual retainer for her service. Ms. Razon will also be eligible to receive an annual grant of restricted stock units under the Company's 2010 Equity Incentive Plan with a grant date value equal to \$125,000 at the next annual meeting of stockholders.

In connection with her appointment, Ms. Razon entered into the Company's standard form of indemnification agreement for its directors, which requires the Company to, among other things, indemnify its directors against liabilities that may arise by reason of their status or service. The agreement also requires the Company to advance all expenses incurred by directors in investigating or defending any action, suit or proceeding. The foregoing description is qualified in its entirety by the full text of the form of indemnification agreement, which was filed as Exhibit 10.01 to the Company's registration statement on [Form S-1](#) (No. 333-165081) filed on June 29, 2010 and is incorporated by reference herein.

There are no arrangements or understandings pursuant to which Ms. Razon was appointed as a member of the Board and Ms. Razon does not have any transactions reportable under Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

A copy of the press release announcing the appointment of Ms. Razon as a member of the board is attached hereto as Exhibit 99.1. The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1) shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release dated October 6, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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 thereunto duly authorized.

### GREEN DOT CORPORATION

By:     /s/ Amy Pugh      
Amy Pugh  
General Counsel and Secretary

Date: October 6, 2023



## **Green Dot Appoints Michelleta (“Mich”) Razon to its Board of Directors**

### ***Former Google Cloud Executive and Mastercard Leader Brings Extensive Experience in Technology and Financial Operations to the Fintech and Digital Bank’s Advisory Team***

**Austin, TX – October 6, 2023** – Green Dot Corporation (NYSE: GDOT), a leading digital bank and fintech committed to powering consumers and businesses with seamless and affordable banking and payment tools, today announced the appointment of Michelleta (“Mich”) Razon to its Board of Directors, effective immediately.

“Ms. Razon is a proven and highly respected technology executive and strategist, and we look forward to benefitting from her insights and guidance as Green Dot evolves as a growth-focused financial technology platform company,” said William I. Jacobs, Chairman of the Board, Green Dot. “Ms. Razon’s background in technology and financial services and her deep experience working for innovative and world-class brands will be extremely advantageous to the company going forward.”

Ms. Razon most recently served as Vice President, General Manager and Head of Commerce at Google Cloud, Google’s suite of cloud computing tools and services used by consumers and businesses to enhance productivity and workflow. Before joining Google in 2021, Mich worked for Mastercard®, where she most recently served as Executive Vice President of Software Engineering for Commercial and B2B Services. Prior to joining Mastercard, Mich held various technical leadership positions at Teradata from 2008 to 2014.

“I am thrilled to join Green Dot’s board and help advance its mission to make banking and payments more inclusive for everyone,” said Mich. “Green Dot has a tremendous opportunity ahead of them, and I look forward to helping the company capitalize on its strengths and differentiators and continue growing as a leaner, more powerful, more profitable organization for years to come.”

In addition to Mich’s appointment, Green Dot announced that Peter Feld will be resigning from the Board of Directors, effective immediately.

“We appreciate the contributions Peter made during his tenure, and wish Peter the best in his future endeavors,” said Mr. Jacobs.

For more information, visit <https://ir.greendot.com/>.

#### **About Green Dot**

Green Dot Corporation (NYSE: GDOT) is a financial technology and registered bank holding company committed to giving all people the power to bank seamlessly, affordably and with confidence. Green Dot’s technology platform enables it to build products and features that address the most pressing financial challenges of consumers and businesses, transforming the way they manage and move money and making financial empowerment more accessible for all.

Green Dot offers a broad set of financial services to consumers and businesses including debit, checking, credit, prepaid, and payroll cards, as well as robust money processing services, tax refunds, cash deposits and disbursements. Its flagship digital banking platform GO2bank offers consumers simple and accessible mobile banking designed to help improve financial health over time. The company’s banking platform services business enables a growing list of the world’s largest and most trusted consumer and technology brands to deploy customized, seamless, value-driven money management solutions for their customers.

Founded in 1999, Green Dot has served more than 33 million customers directly and many millions more through its partners. The Green Dot Network of more than 90,000 retail distribution locations

nationwide, more than all remaining bank branches in the U.S. combined, enables it to operate primarily as a “branchless bank.” 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 <http://www.greendot.com/>.