

**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*<br><u>Keatley John L.</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>GREEN DOT CORP [ GDOT ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><b>Chief Financial Officer</b> |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/12/2013</u>         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                      |  |  |  |
| 3465 EAST FOOTHILL BOULEVARD                                       |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  |  |  |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)   |  |  |  |  |  |  |
| <u>PASADENA</u>  | <u>CA</u> | <u>91107</u> |   |  |  |  |  |  |  |

**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            | 07/12/2013                           |  | C                              |   | 7,000   | A          | \$0.00                 | 70,393  | D  |   |
| Class A Common Stock            | 07/12/2013                           |  | S <sup>(1)</sup>               |   | 7,000   | D          | \$19.88 <sup>(2)</sup> | 63,393  | D  |   |
| Class A Common Stock            | 07/15/2013                           |  | C                              |   | 7,000   | A          | \$0.00                 | 70,393  | D  |   |
| Class A Common Stock            | 07/15/2013                           |  | S <sup>(1)</sup>               |   | 7,000   | D          | \$20.04 <sup>(3)</sup> | 63,393  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 6,600   | I  | By minor children                                     |

**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 B Common Stock) <sup>(4)</sup> | \$10.75  | 07/12/2013                           |  | M                              |   | 7,000  |     | 12/11/2012   | 12/11/2018      | Class B Common Stock <sup>(4)</sup>   | 7,000                                      | \$0.00   | 110,826   | D  |       |
| Class B Common Stock <sup>(4)</sup>                             | (4)  | 07/12/2013                           |  | M                              |   | 7,000  |     | (4)  | (4)             | Class A Common Stock  | 7,000                                      | \$0.00   | 41,538  | D  |       |
| Class B Common Stock <sup>(4)</sup>                             | (4)  | 07/12/2013                           |  | C                              |   | 7,000  |     | (4)  | (4)             | Class A Common Stock <sup>(5)</sup>   | 7,000                                      | \$0.00   | 34,538  | D  |       |
| Stock Option (right to buy Class B Common Stock) <sup>(4)</sup> | \$10.75  | 07/15/2013                           |  | M                              |   | 7,000  |     | 12/11/2012   | 12/11/2018      | Class B Common Stock <sup>(4)</sup>   | 7,000                                      | \$0.00   | 103,826   | D  |       |
| Class B Common Stock <sup>(4)</sup>                             | (4)  | 07/15/2013                           |  | M                              |   | 7,000  |     | (4)  | (4)             | Class A Common Stock  | 7,000                                      | \$0.00   | 41,538  | D  |       |
| Class B Common Stock <sup>(4)</sup>                             | (4)  | 07/15/2013                           |  | C                              |   | 7,000  |     | (4)  | (4)             | Class A Common Stock <sup>(5)</sup>   | 7,000                                      | \$0.00   | 34,538  | 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 31, 2013.
- The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.86 to \$19.92. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- The price in column 4 is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.79 to \$20.27. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares sold at each separate price within the range.
- 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 John L. Keatley](#)

[07/16/2013](#)

\*\* 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.

**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.**