

GREEN DOT CORP

Form 4

August 30, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Streit Steven W

(Last) (First) (Middle)

3465 EAST FOOTHILL
BOULEVARD

(Street)

PASADENA, CA 91107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Class A Common Stock	02/25/2013		G	V 5,000	D \$ 0 644,591	I	By Steven W. Streit Family Trust ⁽¹⁾
Class A Common Stock	08/28/2013		C	2,638,294 A	\$ 0 3,282,885	I	By Steven W. Streit Family Trust ⁽¹⁾
Class A Common Stock	08/28/2013		C	28,020 A	\$ 0 42,777	I	By minor children

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Class A Common Stock	36,828	I	By Streit 2012 GRAT A dated 02/07/2012 <u>(1)</u>
Class A Common Stock	1,842	I	By Streit 2012 GRAT B dated 02/07/2012 <u>(1)</u>
Class A Common Stock	388 <u>(2)</u>	I	By father

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 A Underlying S (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy Class B Common Stock) ⁽³⁾	\$ 1.55	08/28/2013		C		536,602 ⁽⁴⁾		06/07/2008	06/07/2014	Class B Common Stock ⁽³⁾
Stock Option (right to buy Class A Common Stock)	\$ 1.55	08/28/2013		C		536,602 ⁽⁴⁾		06/07/2008	06/07/2014	Class A Common Stock
Stock Option (right to	\$ 4.64	08/28/2013		C		200,000 ⁽⁴⁾		08/31/2011	02/15/2018	Class B Common Stock ⁽³⁾

buy Class
B
Common
Stock) ⁽³⁾

Stock
Option

(right to buy Class A Common Stock)	\$ 4.64	08/28/2013	C	200,000 ⁽⁴⁾	08/31/2011	02/15/2018	Class A Common Stock
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Stock
Option

(right to buy Class B Common Stock) ⁽³⁾	\$ 20.01	08/28/2013	C	400,000 ⁽⁴⁾	⁽⁵⁾	11/12/2019	Class B Common Stock ⁽³⁾
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Stock
Option

(right to buy Class A Common Stock)	\$ 20.01	08/28/2013	C	400,000 ⁽⁴⁾	⁽⁵⁾	11/12/2019	Class A Common Stock
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Class B
Common
Stock ⁽³⁾

\$ 0	08/28/2013	C	2,638,294 ⁽⁶⁾	⁽³⁾	⁽³⁾	Class A Common Stock
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Class B
Common
Stock ⁽³⁾

\$ 0	08/28/2013	C	28,020 ⁽⁶⁾	⁽³⁾	⁽³⁾	Class A Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Streit Steven W 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	X	X	Chairman, President and CEO	

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W.
Streit

08/30/2013

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person is the trustee of the trust.

(2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) 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.

Shares underlying the option converted from Class B Common Stock into Class A Common Stock on a one-for-one basis in accordance with terms for the automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.

(5) Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.

The Class B Common Stock converted into shares of Class A Common Stock on a one-for-one basis in accordance with terms for the automatic conversion of all outstanding shares of Class B Common Stock into shares of Class A Common Stock under Article V of the issuer's Certificate of Incorporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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