

GREEN DOT CORP  
Form S-8  
June 23, 2014

As filed with the Securities and Exchange Commission on June 23, 2014  
Registration No. 333-

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

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FORM S-8  
REGISTRATION STATEMENT UNDER THE Securities Act of 1933

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GREEN DOT CORPORATION  
(Exact name of Registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation or organization) 3465 E. Foothill Blvd. Pasadena, California 91107 (Address of principal executive offices, including zip code)	95-4766827 (IRS Employer Identification No.)  (626) 765-2000 (Registrant's telephone number, including area code)
2010 Equity Incentive Plan 2010 Employee Stock Purchase Plan Non-Plan Stock Option Award Granted by Registrant Non-Plan Restricted Stock Unit Award Granted by Registrant (Full Title of the Plans)	

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Steven W. Streit  
Chairman, President and Chief Executive Officer  
Green Dot Corporation  
3465 E. Foothill Blvd.  
Pasadena, California 91107  
(Name and Address of Agent For Service)  
(626) 765-2000  
(Telephone Number, including area code, of agent for service)

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Copies to:  
William L. Hughes, Esq.  
Fenwick & West LLP  
555 California Street, 12<sup>th</sup> Floor  
San Francisco, California 94104  
(415) 875-2300

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

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## CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.001 par value per share	4,531,821	(2) \$ 19.25	(3) \$ 87,237,555	(3) \$ 11,237
Class A Common Stock, \$0.001 par value per share	377,273	(4) \$ 16.36	(5) \$ 6,172,187	(5) \$ 795
Class A Common Stock, \$0.001 par value per share	100,000	(6) \$ 24.11	(7) \$ 2,411,000	(7) \$ 311
Class A Common Stock, \$0.001 par value per share	100,000	(8) \$ 19.25	(3) \$ 1,925,000	(3) \$ 248
TOTAL	5,109,094	N/A	\$ 97,745,742	\$ 12,591

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that become issuable in (1) respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.

Represents an automatic increase of 1,131,821 shares of the Registrant's Class A common stock to the number of shares available for issuance under the 2010 Equity Incentive Plan (the "2010 Plan") effective January 1, 2014 and an additional authorization of 3,400,000 additional shares of the Registrant's Class A common stock reserved for (2) issuance under the 2010 Plan and approved by the Company's stockholders on May 21, 2014. Shares available for issuance under the 2010 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on July 22, 2010 (Registration No. 333-168283), May 11, 2012 (Registration No. 333-181326) and May 9, 2013 (Registration No. 333-188495).

Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of (3) the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on June 19, 2014.

Represents an automatic increase to the number of shares available for issuance under the 2010 Employee Stock Purchase Plan (the "2010 ESPP") effective January 1, 2014. Shares available for issuance under the 2010 ESPP were (4) previously registered on registration statements on Form S-8 filed with the SEC on July 22, 2010 (Registration No. 333-168283), May 11, 2012 (Registration No. 333-181326) and May 9, 2013 (Registration No. 333-188495).

Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of (5) the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on June 19, 2014. In the case of the 2010 ESPP, this price per share is multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2010 ESPP.

Represents shares of Class A common stock issuable upon the exercise of a non-plan stock option award granted (6) by the Registrant pursuant to a Non-Plan Stock Option Notice and Agreement (the "Non-Plan Stock Option").

Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act, this price is equal to the (7) per share exercise price of the Non-Plan Stock Option.

Represents shares of Class A common stock issuable upon settlement of a non-plan restricted stock unit award (8) granted by the Registrant pursuant to a Non-Plan Restricted Stock Unit Notice and Agreement.



PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Information required by this Item 1 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

Information required by this Item 2 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the instructions to Form S-8. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the Commission on March 3, 2014 pursuant to Section 13(a) of the Exchange Act;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) the description of the Registrant's common stock contained in the Registrant's registration statement on Form 8-A (Registration No. 001-34819) filed on July 13, 2010 under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents, except as to specific sections of such statements as set forth therein.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the Delaware General Corporation Law are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

As permitted by the Delaware General Corporation Law, the Registrant's tenth amended and restated certificate of incorporation contains provisions that eliminate the personal liability of its directors for monetary damages for any breach of fiduciary duties as a director, except for liability:

- for any breach of the director's duty of loyalty to the Registrant or its stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law (regarding unlawful dividends and stock purchases); or
- for any transaction from which the director derived an improper personal benefit.

As permitted by the Delaware General Corporation Law, the Registrant's amended and restated bylaws provide that: the Registrant is required to indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to very limited exceptions;

- the Registrant may indemnify its other employees and agents as set forth in the Delaware General Corporation Law;
- the Registrant is required to advance expenses, as incurred, to its directors and officers in connection with a legal proceeding to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions; and
- the rights conferred in the amended and restated bylaws are not exclusive.

In addition, the Registrant has entered into indemnification agreements with each of its current directors and executive officers to provide these directors and executive officers additional contractual assurances regarding the scope of the indemnification set forth in the Registrant's tenth amended and restated certificate of incorporation and amended and restated bylaws and to provide additional procedural protections.

The Registrant has directors' and officers' liability insurance for securities matters.

In addition, Michael J. Moritz, one of our directors, is indemnified by his employer with regard to his serving on the Registrant's board of directors.

These indemnification provisions and the indemnification agreements entered into between the Registrant and each of its directors and executive officers may be sufficiently broad to permit indemnification of the Registrant's directors and executive officers for liabilities arising under the Securities Act.

See also the undertakings set out in response to Item 9 hereof.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Date	
4.1	Tenth Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	S-1	333-165081	3.02	April 26, 2010	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-165081	3.04	June 29, 2010	
4.3	Certificate of Designations of Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock of Green Dot Corporation dated as of December 8, 2011.	8-K	001-34819	3.01	December 14, 2011	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (filed as part of Exhibit 5.1).					X
24.1	Power of Attorney (filed as part of signature page).					X
99.1	2010 Equity Incentive Plan and forms of notice of stock option grant, stock option award agreement, notice of restricted stock award, restricted stock agreement, notice of stock bonus award, stock bonus award agreement, notice of stock appreciation right award, stock appreciation right award agreement, notice of restricted stock unit award, restricted stock unit award agreement, notice of performance shares award and performance shares agreement.	8-K	001-34819	10.1	May 23, 2014	
99.2	2010 Employee Stock Purchase Plan.	S-1	333-165081	10.19	June 29, 2010	
99.3	Non-Plan Stock Option Notice and Agreement.					X
99.4						X

Non-Plan Restricted Stock Unit Notice and  
Agreement.

Item 9. Undertakings.

a. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;  
To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (ii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
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Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by such paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment (2) shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereby, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on June 23, 2014.

Green Dot Corporation

Date: June 23, 2014

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: Chairman, President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Green Dot Corporation, a Delaware corporation, do hereby constitute and appoint Steven W. Streit, John C. Ricci and Grace T. Wang, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

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Signature	Title	Date
/s/ Steven W. Streit Steven W. Streit	Chairman, President and Chief Executive Officer (Principal Executive Officer)	June 23, 2014
/s/ Grace T. Wang Grace T. Wang	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 23, 2014
/s/ Kenneth C. Aldrich Kenneth C. Aldrich	Director	June 23, 2014
/s/ Samuel Altman Samuel Altman	Director	June 23, 2014
/s/ Mary J. Dent Mary J. Dent	Director	June 23, 2014
/s/ Timothy R. Greenleaf Timothy R. Greenleaf	Director	June 23, 2014
/s/ Michael J. Moritz Michael J. Moritz	Director	June 23, 2014
/s/ George T. Shaheen George T. Shaheen	Director	June 23, 2014

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