

Aldrich Kenneth C
 Form 4
 August 28, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Aldrich Kenneth C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

157 SURFVIEW DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 08/24/2018

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

(Street)

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

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

PACIFIC PALISADES, CA 90272

(City) (State) (Zip)

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 | 08/24/2018 | | M | | 8,952 | A | \$ 17.89 |
| Class A Common Stock | 08/24/2018 | | M | | 10,025 | A | \$ 18.24 |
| Class A Common Stock | 08/24/2018 | | M | | 7,820 | A | \$ 21.65 |
| Class A Common Stock | 08/24/2018 | | M | | 4,484 | A | \$ 35.84 |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|----------------------|---------|---|--------------------------------|
| Class A Common Stock | 08/24/2018 | S | 27,979 | D | \$ 85.6314 (1) | 25,601 | D | |
| Class A Common Stock | 08/24/2018 | S | 3,302 | D | \$ 86.2789 (2) | 22,299 | D | |
| Class A Common Stock | | | | | | 100,000 | I | By YKA Partners Ltd. (3) |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy Class A Common Stock) | \$ 17.89 | 08/24/2018 | | M | 8,952 | 05/28/2015 05/21/2024 | Class A Common Stock 8,952 |
| Stock Option (right to buy Class A Common Stock) | \$ 18.24 | 08/24/2018 | | M | 10,025 | 05/21/2014 05/22/2023 | Class A Common Stock 10,025 |
| Stock Option (right to buy Class A Common Stock) | \$ 21.65 | 08/24/2018 | | M | 7,820 | 05/22/2013 05/24/2022 | Class A Common Stock 7,820 |

A
Common
Stock)

Stock
Option
(right to
buy Class

A \$ 35.84 08/24/2018

A
Common
Stock)

M 4,484 05/24/2012 06/02/2021 Class A
Common Stock 4,484

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Aldrich Kenneth C 157 SURFVIEW DRIVE PACIFIC PALISADES, CA 90272 | | X | | |

Signatures

/s/ Lina Davidian as attorney-in-fact for Kenneth C.
Aldrich 08/28/2018

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.24 to \$86.22 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.245 to \$86.57 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
 - (3) The reporting person is the agent of the general partner of YKA Partners Ltd.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.