

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

On February 17, 2017, Mark L. Shifke notified Green Dot Corporation (the “Company”) of his intention to step down as Chief Financial Officer of the Company once his successor is appointed. Mr. Shifke indicated that he intends to assist in the search for a new Chief Financial Officer and ensure an orderly transition, which the Company expects will occur within the next six months. Once a successor is appointed, the Company expects Mr. Shifke to serve the Company in the same capacity he served the Company before his appointment as Interim Chief Financial Officer, with the title Senior Vice President, Corporate Finance.

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/ John C. Ricci
John C. Ricci
General Counsel and Secretary

Date: February 22, 2017