

Ricci John C  
Form 4/A  
May 24, 2013

**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 \*  
Ricci John 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)  
3465 EAST FOOTHILL BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/24/2013

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
General Counsel and Secretary

PASADENA, CA 91107  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/26/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) Amount (D) Price                                              |                                                                                               |                                                          |                                   |
| Class A Common Stock            | 04/24/2013                           |                                                    | C                              | 65,012 A                                                          | \$ 0 79,124                                                                                   | D                                                        |                                   |

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)**

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| 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 Security (Instr. 3 and 4) | Amount or Number of S |
|--------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------|-------------------------------------------------------------|-----------------------|
|                                                  |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date       | Title                                                       |                       |
| Stock Option (right to buy Class B Common Stock) | \$ 0.83                                                | 04/24/2013                           |                                                    | M                              |                                                                                         | 65,012                                                   | 04/28/2007 04/28/2013 | Class A Common Stock                                        | 65,                   |
| Class B Common Stock                             | \$ 0                                                   | 04/24/2013                           |                                                    | M                              | 65,012                                                                                  |                                                          | (1) (1)               | Class A Common Stock                                        | 65,                   |
| Class B Common Stock                             | \$ 0                                                   | 04/24/2013                           |                                                    | C                              | 65,012                                                                                  |                                                          | (1) (1)               | Class A Common Stock (2)                                    | 65,                   |
| Class B Common Stock                             | \$ 0                                                   |                                      |                                                    |                                |                                                                                         |                                                          | (1) (1)               | Class A Common Stock                                        | 4,                    |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                               |       |
|--------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                       | Other |
| Ricci John C<br>3465 EAST FOOTHILL BOULEVARD<br>PASADENA, CA 91107 |               |           | General Counsel and Secretary |       |

## Signatures

/s/ Lina Davidian as attorney-in-fact for John C. Ricci  
05/24/2013

\*\*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 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.
- (2) The holder elected to convert the shares of Class B Common Stock to Class A Common Stock on a 1-for-1 basis.
- (3)

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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.

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.