

Streit Steven W
 Form 4
 September 20, 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 *
 Streit Steven W

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)
 09/18/2018

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

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

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

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	09/18/2018		J ⁽¹⁾	295,800 D	\$ 0 3,202,555	I	By Steven W. Streit Family Trust ⁽²⁾
Class A Common Stock	09/18/2018		J ⁽¹⁾	295,800 A	\$ 0 323,202	D	
Class A Common Stock	09/18/2018		S ⁽³⁾	3,668 D	\$ 89,4481 319,534	D	

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Class A Common Stock	09/18/2018	S ⁽³⁾	6,192	D	\$ 90.0399 (5)	313,342	D
Class A Common Stock	09/19/2018	S ⁽³⁾	2,584	D	\$ 85.9126 (6)	310,758	D
Class A Common Stock	09/19/2018	S ⁽³⁾	3,411	D	\$ 87.1403 (7)	307,347	D
Class A Common Stock	09/19/2018	S ⁽³⁾	2,365	D	\$ 88.0739 (8)	304,982	D
Class A Common Stock	09/19/2018	S ⁽³⁾	1,500	D	\$ 89.3666 (9)	303,482	D
Class A Common Stock	09/20/2018	S ⁽³⁾	4,318	D	\$ 86.2975 (10)	299,164	D
Class A Common Stock	09/20/2018	S ⁽³⁾	5,242	D	\$ 87.5579 (11)	293,922	D
Class A Common Stock	09/20/2018	S ⁽³⁾	300	D	\$ 87.98 (12)	293,622	D
Class A Common Stock						27,402	D

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date	Expiration	Title	Amount
	Exercisable	Date		or
				Number
Code	V	(A)	(D)	of
				Shares

Reporting Owners

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

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W. Streit	09/20/2018
**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) These shares were transferred from the Steven W. Streit Family Trust to the reporting person for no consideration in connection with estate planning transactions for the reporting person.
- (2) The reporting person is the trustee of the trust.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2018.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.70 to \$89.695 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.715 to \$90.65 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.48 to \$86.40 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.60 to \$87.51 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.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.66 to \$88.65 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.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.03 to \$89.90 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.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.95 to \$86.9450 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.
- (11)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.96 to \$87.85 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.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.96 to \$87.99 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.

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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