

GREEN DOT CORP

Form 4

November 22, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sgoutas Konstantinos

(Last) (First) (Middle)

3465 EAST FOOTHILL
BOULEVARD

(Street)

PASADENA, CA 91107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GREEN DOT CORP [GDOT]

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

11/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Revenue Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 11/18/2016 | | M | 101,562 | A \$ 0 159,911 | D | |
| Class A Common Stock | 11/18/2016 | | S | 101,562 | D \$ 24.21 58,349 | D | |

(1)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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) | \$ 12.75 | 11/18/2016 | | M | 32,813 | 08/03/2016 10/01/2022 | Class A Common Stock 32,813 |
| Stock Option (right to buy Class A Common Stock) | \$ 16.13 | 11/18/2016 | | M | 1,562 | <u>(2)</u> 04/08/2023 | Class A Common Stock 1,562 |
| Stock Option (right to buy Class A Common Stock) | \$ 16.34 | 11/18/2016 | | M | 67,187 | <u>(3)</u> 04/03/2023 | Class A Common Stock 67,187 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Sgoutas Konstantinos 3465 EAST FOOTHILL BOULEVARD PASADENA, CA 91107 | Chief Revenue Officer |

Signatures

/s/ Lina Davidian as attorney-in-fact for Konstaninos Sgoutas 11/22/2016

__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).

The price in column 4 is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$24.14 to

- (1) \$24.34. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, complete information regarding the number of shares purchased at each separate price within the range.
- (2) Options vest as to 1/4 of the shares on April 8, 2014 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.
- (3) Options vest as to 1/4 of the shares on August 3, 2014 and then 1/48th monthly thereafter, subject to the reporting person's provision of service to the issuer on each vesting date.

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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