

Sgoutas Konstantinos
 Form 3
 January 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Sgoutas Konstantinos | | (Month/Day/Year) | GREEN DOT CORP [GDOT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 605 E. HUNTINGTON DR., | | | (Check all applicable) | |
| SUITE 205 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Product Officer | |
| MONROVIA, CA 91016 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 8,926 | D | ^ |
| Class A Common Stock | 2,981 ⁽¹⁾ | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---------------------------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy Class A Common Stock) | Â <u>(2)</u> | 06/20/2021 | Class A Common Stock | 25,000 | \$ 31.61 | D | Â |
| Stock Option (right to buy Class A Common Stock) | Â <u>(3)</u> | 12/01/2021 | Class A Common Stock | 6,333 | \$ 33.55 | D | Â |
| Stock Option (right to buy Class B Common Stock) | Â <u>(4)</u> | 08/24/2015 | Class B Common Stock <u>(5)</u> | 434 | \$ 1.41 | D | Â |
| Stock Option (right to buy Class B Common Stock) | Â <u>(4)</u> | 02/01/2016 | Class B Common Stock <u>(5)</u> | 14,034 | \$ 1.41 | D | Â |
| Stock Option (right to buy Class B Common Stock) | Â <u>(6)</u> | 02/15/2018 | Class B Common Stock <u>(5)</u> | 846 | \$ 4.64 | D | Â |
| Stock Option (right to buy Class B Common Stock) | Â <u>(7)</u> | 08/12/2018 | Class B Common Stock <u>(5)</u> | 1,875 | \$ 10.75 | D | Â |
| Stock Option (right to buy Class B Common Stock) | Â <u>(8)</u> | 11/12/2019 | Class B Common Stock <u>(5)</u> | 15,455 | \$ 20.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sgoutas Konstantinos 605 E. HUNTINGTON DR., SUITE 205 MONROVIA, CA 91016 | Â | Â | Â Chief Product Officer | Â |

Signatures

/s/ Lina Davidian as attorney-in-fact for Konstaninos Sgoutas 01/20/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares of Class A Common Stock underlying a restricted stock unit award that vests as to 25% of the shares at each anniversary of the vesting commencement date, subject to the reporting person's provision of services to the issuer on each vesting date.

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- (2) Options vest as to 1/4 of the shares on June 20, 2012 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (3) Options vest as to 1/4 of the shares on December 1, 2012 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (4) The options are fully vested.
- (5) 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.
- (6) The options will be fully vested on February 15, 2012.
- (7) Options vest as to 1/4 of the shares on August 12, 2009 and then 1/48th monthly thereafter, subject to the reporting person's provision of services to the issuer on each vesting date.
- (8) Options vest as to 1/4 of the shares on November 12, 2010 and then 1/48th monthly thereafter, subject to the reporting person's provision of services 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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