

Hanna Virginia L  
Form 4  
July 29, 2010

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanna Virginia L

(Last) (First) (Middle)

8105 IRVINE CENTER DRIVE,  
SUITE 1170

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                              |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 0                                                                                                                  | I                                                                    | By David<br>William<br>Hanna<br>Trust dated<br>October<br>30, 1989 |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 0                                                                                                                  | I                                                                    | By Tim J.<br>Morgan,<br>Trustee of<br>Hanna<br>2008<br>Annuity     |

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|                            |   |   |                                                                                              |
|----------------------------|---|---|----------------------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock | 0 | I | Trust dated<br>6/5/08<br><br>By<br>Virginia L.<br>Hanna<br>Trust dated<br>August 16,<br>2001 |
|----------------------------|---|---|----------------------------------------------------------------------------------------------|

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |                                           |
|--------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|-------------------------------------------------------|-------------------------------------------|
|                                                              |                                                                       |                                         |                                                             |                                         |                                                                                                  | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                 | A<br>N<br>S                               |
|                                                              |                                                                       |                                         |                                                             | Code                                    | V                                                                                                | (A)                                                            | (D)                |                                                       |                                           |
| Series A<br>Convertible<br>Preferred<br>Stock <sup>(1)</sup> | \$ 0                                                                  | 07/27/2010                              |                                                             | C                                       |                                                                                                  | 191,792                                                        | <u>(1)</u>         | <u>(1)</u>                                            | Class B<br>Common<br>Stock <sup>(2)</sup> |
| Series B<br>Convertible<br>Preferred<br>Stock <sup>(1)</sup> | \$ 0                                                                  | 07/27/2010                              |                                                             | C                                       |                                                                                                  | 667,813                                                        | <u>(1)</u>         | <u>(1)</u>                                            | Class B<br>Common<br>Stock <sup>(2)</sup> |
| Series C<br>Convertible<br>Preferred<br>Stock <sup>(1)</sup> | \$ 0                                                                  | 07/27/2010                              |                                                             | C                                       |                                                                                                  | 170,350                                                        | <u>(1)</u>         | <u>(1)</u>                                            | Class B<br>Common<br>Stock <sup>(2)</sup> |
|                                                              | \$ 0                                                                  | 07/27/2010                              |                                                             | C                                       |                                                                                                  | 78,635                                                         | <u>(1)</u>         | <u>(1)</u>                                            |                                           |

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Series C-1  
Convertible  
Preferred  
Stock <sup>(1)</sup>

Class B  
Common  
Stock <sup>(2)</sup>

Class B  
Common  
Stock <sup>(2)</sup>

\$ 0

07/27/2010

C

1,029,955

<sup>(2)</sup>

<sup>(2)</sup>

Class A  
Common  
Stock

Class B  
Common  
Stock <sup>(2)</sup>

\$ 0

07/27/2010

C

78,635

<sup>(2)</sup>

<sup>(2)</sup>

Class A  
Common  
Stock

Class B  
Common  
Stock <sup>(2)</sup>

\$ 0

<sup>(2)</sup>

<sup>(2)</sup>

Class A  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| Hanna Virginia L<br>8105 IRVINE CENTER DRIVE, SUITE 1170<br>IRVINE, CA 92618 | X             | X         |         |       |

## Signatures

/s/ Lina Davidian as attorney-in-fact for Virginia L.  
Hanna

07/29/2010

<sup>(2)</sup>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 convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration date.

(2) 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.

(3) The trustee of the trust is the husband of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of any of the reported securities for purposes of Section 16 or for any other purposes.

(4) The reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's economic interest therein, and the inclusion of these securities in 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.

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