

Streit Steven W
 Form 5
 February 13, 2013

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

3465 EAST FOOTHILL BOULEVARD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PASADENA, CA 91107

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Class A Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ ^ ^ (A) or (D) Price | 89,000 | I | By Steven W. Streit Family Trust ⁽¹⁾ |
| Class A Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ ^ ^ (A) or (D) Price | 388 ⁽²⁾ | I | By father |

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

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|-------------------------------|--|------------------|---|-------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Class B Common Stock ⁽³⁾ | Â | 02/28/2011 | Â | G | Â | 210,247 ⁽⁴⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 210,247 |
| Class B Common Stock ⁽³⁾ | Â | 02/28/2011 | Â | G | 210,247 ⁽⁴⁾ | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 210,247 |
| Class B Common Stock ⁽³⁾ | Â | 03/08/2011 | Â | G | Â | 44,759 ^{(5) (6) (7)} | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 44,759 |
| Class B Common Stock ⁽³⁾ | Â | 03/08/2011 | Â | G | 44,759 ⁽⁵⁾ | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 44,759 |
| Class B Common Stock ⁽³⁾ | Â | 02/29/2012 | Â | G | Â | 100,339 ^{(9) (10)} | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 100,339 |
| Class B Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 9,000 |
| Class B Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 4,000 |
| Class B Common Stock ⁽³⁾ | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 2,000 |

Reporting Owners

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

Signatures

/s/ Lina Davidian as attorney-in-fact for Steven W. Streit 02/13/2013

**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 reporting person is the trustee of the trust.
- (2) 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.
- (3) 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.
- (4) These shares were gifted to the Steven W. Streit Family Trust on February 28, 2011 by the reporting person.
- (5) These shares were gifted to the Steven W. Streit Family Trust on March 8, 2011 by the reporting person.
- (6) Includes 42,627 shares that were previously reported as indirectly beneficially owned by the Streit 2009 GRAT A, and subsequently were distributed to and became directly owned by the reporting person on March 8, 2011 pursuant to the terms of the Streit 2009 GRAT A, which provides for annual annuity distributions from the trust to its grantor.
- (7) Includes 2,132 shares that were previously reported as indirectly beneficially owned by the Streit 2009 GRAT B, and subsequently were distributed to and became directly owned by the reporting person on March 8, 2011 pursuant to the terms of the Streit 2009 GRAT B, which provides for annual annuity distributions from the trust to its grantor.
- (8) As of December 31, 2012, the Steven W. Streit Family Trust holds 2,893,300 shares of Class B Common Stock, which amount reflects the previously reported dispositions of 17,000 shares of Class B Common Stock on May 19, 2011 and 4,000 shares of Class B Common Stock on May 9, 2012 in connection with gifts to unaffiliated entities of a like number of shares of Class A Common Stock issued upon conversion thereof in connection with these gifts.
- (9) These shares were previously reported as indirectly beneficially owned by the Streit 2009 GRAT A but were distributed to and became directly owned by the reporting person on February 9, 2012 pursuant to the terms of the Streit 2009 GRAT A, which provides for annual annuity distributions from the trust to its grantor. Thereafter, these shares were contributed to the Streit 2012 GRAT A dated 2/7/2012 on February 29, 2012.
- (10) These shares were previously reported as indirectly beneficially owned by the Streit 2009 GRAT B but were distributed to and became directly owned by the reporting person on February 9, 2012 pursuant to the terms of the Streit 2009 GRAT B, which provides for annual annuity distributions from the trust to its grantor. Thereafter, these shares were contributed to the Streit 2012 GRAT B dated 2/7/2012 on February 29, 2012.
- (11) The reporting person no longer has a reportable beneficial ownership interest in 5,000 shares of the issuer's Class B Common Stock owned by one of his children and included in the reporting person's prior ownership reports.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.