

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 <b>and</b> 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)
		01/13/2012		
605 E. HUNTINGTON DR.,			(Check all applicable)	
SUITE 205			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Product Officer	
MONROVIA, CA	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 <sup>(1)</sup>	D	^

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

**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.**

**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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