

Streit Steven W
 Form 5/A
 March 07, 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)

(Last) (First) (Middle)

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

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

3465 EAST FOOTHILL BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	02/28/2011	Â	C	210,247 (1) (2) A \$ 0	210,247	D	Â
Class A Common Stock	02/28/2011	Â	G	210,247 (2) D \$ 0	0	D	Â
Class A Common	03/08/2011	Â	C	42,627 (1) (3) A \$ 0	42,627	D	Â

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Stock									
Class A Common Stock	03/08/2011	Â	G	<u>42,627</u> (4)	D	\$ 0	0	D	Â
Class A Common Stock	03/08/2011	Â	G	42,627	A	\$ 0	252,874	I	By Steven W. Streit Family Trust (5)
Class A Common Stock	03/08/2011	Â	C	2,132 (1)	A	\$ 0	2,132	D	Â
Class A Common Stock	03/08/2011	Â	G	2,132 (4)	D	\$ 0	0	D	Â
Class A Common Stock	03/08/2011	Â	G	2,132	A	\$ 0	255,006	I	By Steven W. Streit Family Trust (5)
Class A Common Stock	02/09/2012	Â	C	<u>95,560</u> (1) (6) (7)	A	\$ 0	95,560	D	Â
Class A Common Stock	02/09/2012	Â	G	<u>95,560</u> (7)	D	\$ 0	0	D	Â
Class A Common Stock	02/09/2012	Â	G	<u>95,560</u> (7)	A	\$ 0	350,566	I	By Steven W. Streit Family Trust (5)
Class A Common Stock	02/29/2012	Â	G	<u>95,560</u> (7)	D	\$ 0	255,006	I	By Steven W. Streit Family Trust (5)
Class A Common Stock	02/29/2012	Â	G	95,560	A	\$ 0	95,560	I	By Streit 2012 GRAT A dated 02/07/2012 (5)
Class A Common Stock	02/09/2012	Â	C	<u>4,779</u> (1) (8)	A	\$ 0	4,779	D	Â
Class A Common Stock	02/09/2012	Â	G	4,779 (8)	D	\$ 0	0	D	Â
	02/09/2012	Â	G	4,779 (8)	A	\$ 0	259,785	I	

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Class A Common Stock										By Steven W. Streit Family Trust ⁽⁵⁾
Class A Common Stock	02/29/2012	Â	G	4,779 ⁽⁸⁾	D	\$ 0	344,006 ⁽⁹⁾	I		By Steven W. Streit Family Trust ⁽⁵⁾
Class A Common Stock	02/29/2012	Â	G	4,779	A	\$ 0	4,779	I		By Streit 2012 GRAT B dated 02/07/2012 ⁽⁵⁾
Class A Common Stock	Â	Â	Â	Â	Â	Â	388 ⁽¹⁰⁾	I		By father

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

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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)
					(A) (D)	Date Exercisable Expiration Date Date	Title Amount of Number of Shares
Class B Common Stock	Â	02/28/2011	Â	C	Â 210,247 ₍₂₎	Â ⁽¹¹⁾ Â ⁽¹¹⁾	Class A Common Stock 210,24
Class B Common Stock	Â	03/08/2011	Â	C	Â 42,627 ₍₃₎	Â ⁽¹¹⁾ Â ⁽¹¹⁾	Class A Common Stock 42,62
Class B Common Stock	Â	03/08/2011	Â	C	Â 2,132 ₍₁₂₎	Â ⁽¹¹⁾ Â ⁽¹¹⁾	Class A Common Stock 2,132
Class B Common Stock	Â	02/09/2012	Â	C	Â 95,560 ₍₆₎	Â ⁽¹¹⁾ Â ⁽¹¹⁾	Class A Common Stock 95,560

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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.

- (11) 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.
- (12) These 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.
- (13) 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.
- (14) As of December 31, 2012, the Steven W. Streit Family Trust holds 2,638,294 shares of Class B Common Stock, which amount reflects the previously reported disposition of 4,000 shares of Class B Common Stock on May 9, 2012 in connection with a gift to an unaffiliated entity of a like number of shares of Class A Common Stock issued upon conversion thereof in connection with the gift.
- (15) The reporting person no longer has a reportable beneficial ownership interest in 22,020 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.

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Remarks:

ThisÂ amendedÂ FormÂ 5Â isÂ beingÂ filedÂ solelyÂ toÂ restateÂ theÂ transactionsÂ reportedÂ inÂ theÂ FormÂ 5Â file

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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