

GREEN DOT CORP  
Form 10-Q/A  
February 28, 2014  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q/A  
(Amendment No. 1)  
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934  
For the quarterly period ended June 30, 2013  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-34819

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GREEN DOT CORPORATION  
(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization) 95-4766827  
(IRS Employer Identification No.)  
3465 E. Foothill Blvd.  
Pasadena, California 91107  
(Address of principal executive offices, including zip code) (626) 765-2000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No   
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No   
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No   
There were 32,727,582 shares of Class A common stock, par value \$.001 per share (which number does not include 6,859,000 shares of Class A common stock issuable upon conversion of Series A Convertible Junior Participating

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Non-Cumulative Perpetual Preferred Stock), and 3,874,858 shares of Class B common stock, par value \$.001 per share, outstanding as of July 31, 2013.

DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated by reference into this Form 10-Q/A. Exhibit 10.01 of our Form 8-K , filed with the Commission on June 10, 2013, was incorporated by reference as Exhibit 10.1 of this Quarterly Report on Form 10-Q filed with the Commission on August 9, 2013

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GREEN DOT CORPORATION  
TABLE OF CONTENTS

	Page
<u>Explanatory Note</u>	1
<u>Signatures</u>	2
<u>Exhibit Index</u>	3

“Green Dot,” “we,” “us,” “our,” and “the Company” refer to Green Dot Corporation and all of its subsidiaries.

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Table of Contents

EXPLANATORY NOTE

We are filing this Amendment No. 1 (this “Amendment No. 1”) to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (our “Form 10-Q”), solely to amend Exhibit 10.3 (the “Exhibit”) originally filed with our Form 10-Q, which was filed with the Securities and Exchange Commission (the “Commission”) on August 8, 2013. We had sought confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for portions of the Exhibit and, following correspondence and conversations with the Staff of the Commission’s Division of Corporation Finance, are re-filing the Exhibit with less information redacted. The Exhibit filed herewith supersedes in its entirety the Exhibit originally filed with our Form 10-Q. Additionally, as required by Rule 12b-15 of the Exchange Act, in connection with the filing of this Amendment No. 1, we are including certifications of our chief executive officer and chief financial officer pursuant to Rule 13a-14(a)/ 15d-14(a) of the Exchange Act. We are not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment No. 1.

Except for the revised Exhibit, this Amendment No. 1 does not amend any other information set forth in our Form 10-Q. This Amendment No. 1 does not reflect events occurring after the original filing of our Form 10-Q and, other than the filing of new versions of Exhibits 10.3, 31.3 and 31.4, does not modify or update the disclosures in our Form 10-Q in any way.

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Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Green Dot Corporation

Date: February 28, 2014

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: Chairman, President and Chief Executive Officer

Table of Contents

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Form Date	Number	Filed Herewith
10.3†	Second Material Terms Amendment to Agreement for Services, dated as of February 20, 2013, by and between the Registrant and Total System Services, Inc.			X
31.3	Certification of Steven W. Streit, Chief Executive Officer and Chairman of the Board of Directors, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			X
31.4	Certification of Grace Wang, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			X

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† Confidential treatment has been requested with regard to certain portions of this document. Such portions were filed separately with the Commission.