

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 25, 2016, Mary J. Dent notified Green Dot Corporation (“Green Dot”) of her decision to resign from Green Dot’s Board of Directors (the “Board”) in connection with her appointment as Chief Executive Officer of Green Dot’s subsidiary bank, Green Dot Bank. Ms. Dent’s resignation became effective as of August 30, 2016. Concurrently with Ms. Dent’s resignation, effective August 30, 2016, George T. Shaheen was reappointed to the Audit Committee of the Board, where he served from May 2014 through June 2016, and the Board reduced the size of the Board from ten to nine members.

As part of the organizational change discussed above, effective August 31, 2016, Lewis B. Goodwin, President and Chief Executive Officer of Green Dot Bank, no longer serves as Chief Executive Officer of Green Dot Bank. He will continue to provide services to Green Dot Bank as its President.

SIGNATURES

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

By: /s/ John C. Ricci
John C. Ricci
General Counsel and Secretary

Date: August 31, 2016