

GREEN DOT CORP  
Form 8-K  
March 21, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): March 16, 2011**

**Green Dot Corporation  
(Exact Name of the Registrant as Specified in Its Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)**

**001-34819  
(Commission File Number)**

**95-4766827  
(IRS Employer Identification No.)**

**605 East Huntington Drive, Suite 205  
Monrovia, CA  
(Address of Principal Executive Offices)**

**91016  
(Zip Code)**

**(626) 775-3400  
(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, If Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2)
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

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

On March 16, 2011, at a regularly scheduled meeting of the Nominating and Corporate Governance Committee of Green Dot Corporation (the Company), W. Thomas Smith, Jr., a director of the Company since April 2001, indicated that he did not wish to stand for re-election at the Company's 2011 Annual Meeting of Stockholders (the Annual Meeting) because of his commitments to Total Technology Ventures, LLC as its Managing Director. Mr. Smith will continue to serve on the Company's Board of Directors until the Annual Meeting, which is scheduled for June 2, 2011.

---

**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

By: /s/ Simon M. Heyrick  
Simon M. Heyrick  
Chief Accounting Officer

Date: March 21, 2011