

GREEN DOT CORP  
Form 10-K/A  
August 09, 2013

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

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FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

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 (626) 765-2000  
(Address of principal executive offices, including zip code) (Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:  
Class A Common Stock, \$0.001 par value New York Stock Exchange  
(Title of each class) (Name of each exchange on which registered)  
Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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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

The aggregate market value of the common equity held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers, directors and 10% or greater stockholders are "affiliates" of the registrant) as of June 30, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$694.7 million (based on the closing sale price of the registrant's common stock on that date as reported on the New York Stock Exchange).

There were 31,801,422 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 Non-Cumulative Perpetual Preferred Stock), and 4,192,974 shares of Class B common stock, par value \$.001 per share, outstanding as of January 31, 2013.

**DOCUMENTS INCORPORATED BY REFERENCE**

No documents are incorporated by reference into this Form 10-K/A. Portions of the registrant's proxy statement relating to the registrant's 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K filed on March 1, 2013.

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

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EXPLANATORY NOTE

We are filing this Amendment No. 1 (this "Amendment No. 1") to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (our "Form 10-K"), solely in order to amend Exhibit 10.12 (the "Exhibit") originally filed with our Form 10-K, which was filed with the Securities and Exchange Commission (the "Commission") on March 1, 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-K. 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) 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-K. This Amendment No. 1 does not reflect events occurring after the original filing of our Form 10-K and, other than the filing of new versions of Exhibits 10.12, 31.3 and 31.4, does not modify or update the disclosures in our Form 10-K in any way.

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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: August 9, 2013

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: Chairman, President, and Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number	Exhibit Title	Incorporated by Reference		Number	Filed Herewith
		Form	Date		
10.12†	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 John L. Keatley, 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.