

GREEN DOT CORP  
Form DFAN14A  
May 11, 2016

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

GREEN DOT CORPORATION  
(Name of Registrant as Specified in Its Charter)

HARVEST CAPITAL STRATEGIES LLC  
HARVEST SMALL CAP PARTNERS MASTER, LTD  
HARVEST SMALL CAP PARTNERS, LP  
HSCP STRATEGIC I, LP  
HARVEST FINANCIAL PARTNERS, LP  
JEFFREY B. OSHER  
DONALD DESTINO  
CRAIG BAUM  
SATURNINO FANLO  
GEORGE W. GRESHAM  
PHILIP B. LIVINGSTON

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
  - “ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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.. Fee paid previously with preliminary materials:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Harvest Capital Strategies LLC, together with the other participants named herein (collectively, "Harvest"), has filed a definitive proxy statement and an accompanying GREEN proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of its slate of director nominees at the 2016 annual meeting of stockholders of Green Dot Corporation, a Delaware corporation.

On May 11, 2016, Harvest issued the following press release:

**HARVEST CAPITAL STRATEGIES ISSUES STATEMENT ON GREEN DOT'S INVESTOR PRESENTATION**

**Urges Shareholders to Vote the GREEN Proxy Card to Elect Harvest's Three Independent, Experienced and Highly Qualified Director Candidates -- Saturnino Fanlo, George W. Gresham, and Philip B. Livingston**

SAN FRANCISCO, CA – May 11, 2016 – Harvest Capital Strategies LLC (together with its affiliates, "Harvest"), one of the largest shareholders of Green Dot Corporation ("Green Dot" or the "Company") (NYSE:GDOT), with beneficial ownership of approximately 9.3% of the outstanding common stock of the Company, issued a statement to shareholders responding to Green Dot's newest exceedingly unprofessional and desperate smear campaign against Harvest's highly qualified, independent nominees.

Harvest would encourage all shareholders to review Harvest's comprehensive response from May 9, 2016, which also includes a "set the record" straight discussion, and is available under the 'Presentations & Letters' section of [www.fixgdot.com](http://www.fixgdot.com) and on the SEC's website at <http://tinyurl.com/HarvestResponseLetter>.

Harvest's statement to Green Dot shareholders:

"Rather than confronting the substantial issues that face Green Dot today, the current Board has chosen to wage an unethical smear campaign to discredit our nominees and distract shareholders from the massive destruction of shareholder value that has occurred under its watch. While we were gratified to see that Green Dot re-filed its Investor Presentation to correct some of its false and misleading statements, management and the Board continue their unprofessional personal attacks against our highly qualified director nominees. We are pleased that the shareholders with whom we've spoken this week refuse to be distracted by Green Dot's tactics and are focused on the real issues in this election contest, namely: chronic shareholder value destruction, poor execution against major strategic initiatives, misleading and untruthful shareholder communications, and a culpable, inexperienced Board that enables Mr. Streit's fiefdom-like autocratic leadership. We are all extremely disappointed with the unprofessional conduct of a board of directors that is supposed to be protecting the best interests of all shareholders. We, as shareholders, are closer than ever to enacting, real meaningful change at Green Dot and providing a path to substantial future value creation. We appreciate the tremendous support from shareholders and will not be deterred from our mission."

**PLEASE SIGN, DATE, AND MAIL THE GREEN PROXY CARD TODAY!**

About Harvest Capital Strategies LLC

Harvest Capital Strategies LLC is an investment firm founded in 1999 based in San Francisco.

Harvest Capital Strategies, LLC

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