

GREEN DOT CORP
Form SC 13G/A
February 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

GREEN DOT CORPORATION

(Name of Issuer)

CLASS A Common Stock, \$0.001 par value per share

(Title of Class of Securities)

39304D102

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 39304D102

(1) Names of Reporting Persons

Park West Asset Management LLC

(2) Check the Appropriate Box(a) if a Member of a [] Group

(b) []

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With

(5) Sole Voting 605,000* Power:

(6) Shared Voting 0* Power:

(7) Sole Dispositive 605,000* Power:

(8) Shared Dispositive 0* Power:

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

605,000*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

[]

(11) Percent of Class Represented by Amount in Row (9)

1.2%

(12) Type of Reporting Person

IA

* Beneficial ownership percentage is based upon 50,192,889 shares of Class A common stock, \$0.001 par value per share (“Common Stock”), of Green Dot Corporation, a Delaware corporation (the “Company”), issued and outstanding as of October 31, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2016. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”), and Peter S. Park (“Mr. Park” and, collectively with PWAM, the “Reporting Persons”) is the sole member and manager of PWAM. As of December 31, 2016, PWIMF held 534,221 shares of Common Stock of the Company and PWPI held 70,779 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, the Reporting Persons may be deemed to beneficially own the 605,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or 1.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2016.

CUSIP No. 39304D102

(1) Names of Reporting Persons

Peter S. Park

(2) Check the

Appropriate

Box if a Member of a

(a)

[]

Group

(b)

[]

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States of America

Number of Shares

Beneficially Owned By

Each Reporting Person

With

(5) Sole

Voting 605,000*

Power:

(6) Shared

Voting 0*

Power:

(7) Sole

Dispositive 605,000*

Power:0

(8) Shared

Dispositive 0*

Power:

(9) Aggregate Amount

Beneficially Owned by

Each Reporting Person

605,000*

(10) Check if the

Aggregate Amount in

Row (9) Excludes Certain

Shares (See Instructions):

[]

(11) Percent of Class

Represented by Amount in

Row (9)

1.2%

(12) Type of Reporting

Person

IN

* Beneficial ownership percentage is based upon 50,192,889 shares of Class A common stock, \$0.001 par value per share (“Common Stock”), of Green Dot Corporation, a Delaware corporation (the “Company”), issued and outstanding as of October 31, 2016, based on information reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2016. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”), and Peter S. Park (“Mr. Park” and, collectively with PWAM, the “Reporting Persons”) is the sole member and manager of PWAM. As of December 31, 2016, PWIMF held 534,221 shares of Common Stock of the Company and PWPI held 70,779 shares of Common Stock of the Company. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, the Reporting Persons may be deemed to beneficially own the 605,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, or 1.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2016.

Item 1(a). Name Of Issuer: Green Dot Corporation (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

3465 E. Foothill Blvd.

Pasadena, California 91107

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Park West Asset Management LLC (“PWAM”), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited (“PWIMF”), a Cayman Islands exempted company that is the holder of 534,221 shares of Class A common stock, \$0.001 par value per share (“Common Stock”) of the Company and (b) Park West Partners International, Limited (“PWPI” and, collectively with PWIMF, the “PW Funds”), a Cayman Islands exempted company that is the holder of 70,779 shares of Common Stock of the Company; and (ii) Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM, the “Reporting Persons”).

The 605,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, which constitute 1.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2016, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. Mr. Park is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.:

39304D102

Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned:	605,000*
(b) Percent of Class:	1.2%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	605,000*
(ii) Shared power to vote or to direct the vote:	0*
(iii) Sole power to dispose or to direct the disposition of:	605,000*
(iv) Shared power to dispose or to direct the disposition of:	0*

* This report on Schedule 13G, is being jointly filed by (i) PWAM, a Delaware limited liability company and the investment manager to (a) PWIMF, a Cayman Islands exempted company that is the holder of 534,221 shares Common Stock of the Company and (b) PWPI, a Cayman Islands exempted company that is the holder of 70,779 shares of Common Stock of the Company; and (ii) Peter S. Park, as the sole member and manager of PWAM.

The 605,000 shares of Common Stock of the Company held in the aggregate by the PW Funds, which constitute 1.2% of the shares of Common Stock of the Company deemed to be issued and outstanding as of December 31, 2016, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 21, 2017

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

Attention: Intentional misstatements or omissions of fact constitute

Federal criminal violations (See 18 U.S.C. 1001)

Exhibit Index

Exhibit

A. Joint Filing Agreement, dated as of February 21, 2017, by and between Park West Asset Management LLC and Peter S. Park.

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of them of a statement on Schedule 13G (including amendments thereto) with respect to the shares of Class A common stock, \$0.001 par value per share, of Green Dot Corporation, a Delaware corporation, and further agree that this Joint Filing Agreement be included as Exhibit A to such Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement this 21st day of February, 2017.

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park