

GREEN DOT CORP
Form PRE 14A
April 03, 2017
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

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the
Registrant

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Green Dot Corporation
(Name of Registrant as Specified In Its Charter)

N/A

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PRELIMINARY COPY DATED APRIL 3, 2017
SUBJECT TO COMPLETION

April [], 2017

Dear Stockholders:

You are cordially invited to attend the 2017 Annual Meeting of Stockholders of Green Dot Corporation to be held on May 25, 2017 at 9:00 a.m. (Pacific Daylight Time) at the Green Dot Corporation Corporate Headquarters located at 3465 E. Foothill Blvd., Pasadena, California. Directions to the meeting appear on the back cover of the accompanying notice of annual meeting and proxy statement.

Under the Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders over the Internet, we have elected to deliver our proxy materials to our stockholders over the Internet. We will mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy statement for our 2017 Annual Meeting of Stockholders and 2016 annual report to stockholders. This notice also provides instructions on how to vote by telephone or through the Internet and includes instructions on how to receive a paper copy of the proxy materials by mail.

The matters to be acted upon are described in the accompanying notice of annual meeting and proxy statement.

We hope that you will be able to attend this year's Annual Meeting of Stockholders. There will be an opportunity for all stockholders present at the meeting to ask questions. Whether or not you plan to attend the meeting, please vote on the Internet or by telephone or request, sign and return a proxy card to ensure your representation at the meeting. Your vote is important.

On behalf of the Board of Directors, we would like to express our appreciation for your continued support of Green Dot Corporation.

Sincerely,

Steven W. Streit

William I. Jacobs

President and Chief Executive Officer Chairperson of the Board

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GREEN DOT CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 25, 2017

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2017 Annual Meeting of Stockholders of Green Dot Corporation will be held on May 25, 2017, at 9:00 a.m. (Pacific Daylight Time) at the Green Dot Corporation Corporate Headquarters located at 3465 E. Foothill Blvd., Pasadena, California.

We are holding the meeting for the following purposes, which are more fully described in the accompanying proxy statement:

1. To approve and adopt amendments to Green Dot's certificate of incorporation to declassify the Board of Directors and make other related changes;
2. To elect the two nominees named in the proxy statement to the Board of Directors;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2017;
4. To vote on a non-binding advisory resolution to approve executive compensation;
5. To conduct a non-binding advisory vote on the frequency of future advisory votes on executive compensation; and
6. To approve amendments to Green Dot's 2010 Equity Incentive Plan.

In addition, stockholders may be asked to consider and vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only stockholders of record at the close of business on April 7, 2017 are entitled to notice of, and to vote at, the meeting and any adjournments thereof.

Your vote as a Green Dot Corporation stockholder is very important. Each share of Class A common stock that you own represents one vote. For questions regarding your stock ownership, you may contact Investor Relations at (626) 765-2427 or, if you are a registered holder, our transfer agent, Computershare Trust Company, N.A., by email through their website at www.computershare.com/contactus or by phone at (800) 962-4284.

By Order of the Board of Directors,

John C. Ricci
General Counsel and Secretary

Pasadena, California
April [], 2017

Whether or not you expect to attend the meeting, we encourage you to read the proxy statement and vote by telephone or through the Internet or request and submit your proxy card as soon as possible, so that your shares may be represented at the meeting. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Meeting" beginning on page 10 of the proxy statement and the instructions on the enclosed Notice of Internet Availability of Proxy Materials.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2017 Annual Meeting of Stockholders Information

Date and Time: May 25, 2017 at 9:00 a.m. Pacific Daylight Time

Place: Green Dot's headquarters located at 3465 E. Foothill Blvd., Pasadena, California

Record Date: April 7, 2017

Voting Matters

Proposals	Board Recommendation	Page Number for Additional Information
1. Amendment of our certificate of incorporation to declassify the Board	FOR	<u>20</u>
2. Election of two nominees to our Board	FOR	<u>21</u>
3. Ratification of independent registered public accounting firm	FOR	<u>28</u>
4. Advisory vote to approve executive compensation	FOR	<u>29</u>
5. Advisory vote on the frequency of future votes on executive compensation	1 Year	<u>30</u>
6. Amendment of our 2010 Equity Incentive Plan	FOR	<u>31</u>

Our Nominees/Directors

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships			Other Current Public Boards
					AC	CC	NGC	
Director Nominees								
J. Chris Brewster	67	2016	Former CFO, Cardtronics, Inc.	Yes				—
Rajeev V. Date	46	2016	Managing Partner, Fenway Summer LLC	Yes				—
Continuing Directors								
Kenneth C. Aldrich	78	2001	President, The Aldrich Company	Yes				—
Glinda Bridgforth Hodges	64	2014	Founder, Bridgforth Financial & Associates, LLC	Yes				—
Saturnino "Nino" Fanlo	56	2016	President and CFO, Social Finance, Inc.	Yes				—
George W. Gresham	50	2016	CEO, Granite Reef Advisers, Inc.	Yes				—
William I. Jacobs*	75	2016	Chairman, Global Payments, Inc.	Yes				1
George T. Shaheen	72	2013	Chairman, Korn/Ferry International	Yes				3
Steven W. Streit	55	1999	President and CEO	No				—

AC = Audit Committee CC = Compensation Committee NGC = Nominating and Corporate Governance Committee

* Chairperson of the Board = Member = Chair

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Our Corporate Governance Facts	
Current Size of Board	9
Current Number of Independent Directors	8
Board Committees Consist Entirely of Independent Directors	Yes
Number of Current Directors that Attended at least 75% of Meetings Held	9
Annual Election of All Directors	No*
Majority Voting for Directors	Yes
Separate Board Chair and CEO	Yes
Independent Board Chair	Yes
Independent Directors Meet Regularly in Executive Session	Yes
Annual Board and Committee Self-Evaluations	Yes
Risk Oversight by Full Board and Committees	Yes
Stockholder Ability to Call Special Meetings	No
Stockholder Ability to Act by Written Consent	No
Non-stockholder Approved Poison Pill	No
Advisory Vote on Executive Compensation	Yes†
Prohibit Short-selling, Hedging and Pledging Green Dot Securities	Yes
Stock Ownership Requirements for Directors and Executive Officers	Yes
Proxy Access Subject to Standard Eligibility Requirements	Yes

*We are proposing to amend our certificate of incorporation to declassify our Board. See Proposal No. 1.

†We recommend changing the vote frequency to every one year from every three years. See Proposal No. 5.

Listening to Our Stockholders

We take our accountability to stockholders very seriously. Since last year's annual meeting of stockholders, we met with or have spoken to a majority of our top institutional investors representing approximately 50% of our outstanding shares to discuss, among other matters, our executive compensation program and our governance practices. From this engagement, we learned that, in addition to being encouraged by our financial performance in 2016, many investors are supportive of the changes we made (or proposed to make) to our executive compensation program and governance practices in 2016, including adoption of majority voting in uncontested director elections, adoption of "proxy access," separation of Board Chair and CEO and approval of a proposal to amend our certificate of incorporation to declassify our Board of Directors.

Our Executive Compensation Philosophy and Practices

We believe that the compensation programs offered to executive officers should support the achievement of our financial goals and creation of long-term stockholder value. We have endeavored to create an executive compensation program that provides a mix of short-term and long-term incentives and an appropriate balance between fixed and variable compensation that we believe retains and appropriately motivates our executive officers, including our named executive officers. In addition, our Compensation Committee and our Board of Directors strive to keep annual base salary at a competitive level while providing executive officers with performance-based equity and variable cash incentive awards in order to reward them well for superior short and long-term performance.

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The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

Our Compensation Governance Facts

What We Do:

We reward performance that meets our predetermined goals.

What We Do Not Do: