

GREEN DOT CORP  
Form SC 13D/A  
May 24, 2016

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 4)1

Green Dot Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

39304D102  
(CUSIP Number)

JEFFREY B. OSHER  
HARVEST CAPITAL STRATEGIES LLC  
600 Montgomery Street, Suite 1700  
San Francisco, California 94111  
(415) 869-4433

STEVE WOLOSKY, ESQ.  
ANDREW FREEDMAN, ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

May 23, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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1 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 disclosures provided in a prior cover page.

The information required on 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).

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CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

JEFFREY B. OSHER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 4,597,000                |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 4,597,000                |
|   | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,597,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.6%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

HARVEST CAPITAL STRATEGIES LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       |    |                          |
| BENEFICIALLY |    | 4,527,249                |
| OWNED BY     | 8  | SHARED VOTING POWER      |
| EACH         |    |                          |
| REPORTING    |    | - 0 -                    |
| PERSON WITH  | 9  | SOLE DISPOSITIVE POWER   |
|              |    |                          |
|              | 10 | 4,527,249                |
|              |    | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,527,249

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%

14 TYPE OF REPORTING PERSON

IA

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

HARVEST SMALL CAP PARTNERS MASTER, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 1,968,324                |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 1,968,324                |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | - 0 -                    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,968,324

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.1%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

HARVEST SMALL CAP PARTNERS, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 1,481,676                |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 1,481,676                |
|   | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,481,676

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

HSCP STRATEGIC I, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 1,000,000                |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 1,000,000                |
|   | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

HARVEST FINANCIAL PARTNERS, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 51,825                   |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 51,825                   |
|   | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,825

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

PN



CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

DONALD DESTINO

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 77,249                   |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 77,249                   |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | - 0 -                    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,249

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

CRAIG BAUM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       |    |                          |
| BENEFICIALLY |    | 7,500                    |
| OWNED BY     | 8  | SHARED VOTING POWER      |
| EACH         |    |                          |
| REPORTING    |    | - 0 -                    |
| PERSON WITH  | 9  | SOLE DISPOSITIVE POWER   |
|              |    |                          |
|              | 10 | 7,500                    |
|              |    | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

SATURNINO FANLO

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|                     |    |                          |
|---------------------|----|--------------------------|
| NUMBER OF<br>SHARES | 7  | SOLE VOTING POWER        |
| BENEFICIALLY        |    | 4,000                    |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH                |    | - 0 -                    |
| REPORTING           | 9  | SOLE DISPOSITIVE POWER   |
| PERSON WITH         |    | 4,000                    |
|                     | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)   
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

GEORGE W. GRESHAM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | - 0 -                    |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | - 0 -                    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

1 NAME OF REPORTING PERSON

PHILIP B. LIVINGSTON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 4,050                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 4,050                    |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | - 0 -                    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 39304D102

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein. As of the close of business on May 23, 2016, the Reporting Persons collectively beneficially owned an aggregate of 4,689,799 Shares, constituting approximately 9.8% of the Shares outstanding.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

The Issuer’s 2016 Annual Meeting of Shareholders was held on May 23, 2016 (the “2016 Annual Meeting”), at which Harvest Capital nominees Saturnino Fanlo and George W. Gresham were elected to the Board of Directors of the Issuer (the “Board”). The Joint Filing and Solicitation Agreement, dated March 16, 2016, has been terminated, and Messrs. Fanlo, Gresham, and Livingston are no longer members of the Section 13(d) group and shall cease to be Reporting Persons immediately upon the filing of this Amendment No. 4. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement, as further described in Item 6 below.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Harvest Small Cap Master, Harvest Small Cap, HSCP Strategic, Harvest Financial, and held in the Harvest Capital Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B, which is incorporated by reference herein. The aggregate purchase price of the 1,968,324 Shares beneficially owned by Harvest Small Cap Master is approximately \$34,645,149, including brokerage commissions. The aggregate purchase price of the 1,481,676 Shares beneficially owned by Harvest Small Cap is approximately \$26,079,481, including brokerage commissions. The aggregate purchase price of the 1,000,000 Shares beneficially owned by HSCP Strategic is approximately \$21,915,589, including brokerage commissions. The aggregate purchase price of the 51,825 Shares beneficially owned by Harvest Financial is approximately \$922,051, including brokerage commissions. The aggregate purchase price of the 25,424 Shares held in the Harvest Capital Accounts is approximately \$449,591, including brokerage commissions. The Shares held in the Osher Family Accounts were purchased in the open market with personal funds. The aggregate purchase price of the 147,000 Shares held in the Osher Family Accounts is approximately \$2,317,255, including brokerage commissions. The Shares purchased by each of Messrs. Baum, Fanlo, and Livingston were purchased in the open market with personal funds. The aggregate purchase price of the 7,500 Shares beneficially owned by Mr. Baum is approximately \$131,359, including brokerage commissions. The aggregate purchase price of the 4,000 Shares beneficially owned by Mr. Fanlo is approximately \$87,102, including brokerage commissions. The aggregate purchase price of the 4,050 Shares beneficially owned by Mr. Livingston is approximately \$74,891, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

According to the preliminary voting results from the 2016 Annual Meeting, two of Harvest Capital’s director nominees, Saturnino Fanlo and George W. Gresham, were elected to the Board at the 2016 Annual Meeting. Harvest Capital issued the following statement upon the conclusion of the 2016 Annual Meeting:

“We want to thank our fellow shareholders for their tremendous support of our campaign for change at Green Dot. The fact that unaffiliated shareholders overwhelmingly supported Harvest’s director nominees provides a powerful message that we hope the Board will respect. With the election of George Gresham and Nino Fanlo, who received more votes than any of the incumbent nominees, as well as the recent additions of Chris Brewster, Bill Jacobs, and Raj Date, we believe an objective assessment of Green Dot’s tone at the top should follow. We also want to thank Phil Livingston for his service as a director nominee. Looking forward, we are confident that the newly reconstituted Board will listen to the voice of the Company’s unaffiliated shareholders and take the necessary steps to create significant shareholder value.”

CUSIP NO. 39304D102

Item 5. Interest in Securities of the Issuer.

Items 5(a) – 5(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reportedly owned by each person named herein is based upon 48,053,368 Shares outstanding, as of April 30, 2016, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2016.

A. Mr. Osher

(a) As of the close of business on May 23, 2016, 147,000 Shares were held in the Osher Family Accounts, which Mr. Osher may be deemed to beneficially own. In addition, Mr. Osher, as the portfolio manager of each of Harvest Small Cap Master, Harvest Small Cap and HSCP Strategic and as a managing director of Harvest Capital, may be deemed the beneficial owner of the (i) 1,968,324 Shares owned by Harvest Small Cap Master, (ii) 1,481,676 Shares owned by Harvest Small Cap, and (iii) 1,000,000 Shares owned by HSCP Strategic.

Percentage: Approximately 9.6%

- (b)
1. Sole power to vote or direct vote: 4,597,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,597,000
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Osher has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of each of Harvest Small Cap Master and Harvest Small Cap since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

B. Harvest Capital

(a) As of the close of business on May 23, 2016, 25,424 Shares were held in the Harvest Capital Accounts. Harvest Capital, as the investment manager of Harvest Small Cap Master and the investment adviser to the Harvest Capital Accounts and as the general partner of each of Harvest Small Cap, HSCP Strategic and Harvest Financial, may be deemed the beneficial owner of the (i) 1,968,324 Shares owned by Harvest Small Cap Master, (ii) 1,481,676 Shares owned by Harvest Small Cap, (iii) 1,000,000 Shares owned by HSCP Strategic, (iv) 51,825 Shares owned by Harvest Financial, and (v) 25,424 Shares held in the Harvest Capital Accounts.



CUSIP NO. 39304D102

Percentage: Approximately 9.4%

- (b)
  - 1. Sole power to vote or direct vote: 4,527,249
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 4,527,249
  - 4. Shared power to dispose or direct the disposition: 0

(c) Harvest Capital has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of each of Harvest Small Cap Master, Harvest Small Cap, and Harvest Financial and through the Harvest Capital Accounts since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

C. Harvest Small Cap Master

(a) As of the close of business on May 23, 2016, Harvest Small Cap Master beneficially owned 1,968,324 Shares.

Percentage: Approximately 4.1%

- (b)
  - 1. Sole power to vote or direct vote: 1,968,324
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,968,324
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Harvest Small Cap Master since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

D. Harvest Small Cap

(a) As of the close of business on May 23, 2016, Harvest Small Cap beneficially owned 1,481,676 Shares.

Percentage: Approximately 3.1%

- (b)
  - 1. Sole power to vote or direct vote: 1,481,676
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,481,676
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Harvest Small Cap since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

CUSIP NO. 39304D102

E. HSCP Strategic

(a) As of the close of business on May 23, 2016, HSCP Strategic beneficially owned 1,000,000 Shares.

Percentage: Approximately 2.1%

- (b)
1. Sole power to vote or direct vote: 1,000,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,000,000
  4. Shared power to dispose or direct the disposition: 0

(c) HSCP Strategic has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

F. Harvest Financial

(a) As of the close of business on May 23, 2016, Harvest Financial beneficially owned 51,825 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 51,825
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 51,825
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Harvest Financial since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

G. Mr. Destino

(a) Mr. Destino, as the portfolio manager of Harvest Financial and the manager of the Harvest Capital Accounts and as a managing director of Harvest Capital, may be deemed the beneficial owner of the (i) 51,825 Shares owned by Harvest Financial and (ii) 25,424 Shares held in the Harvest Capital Accounts.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 77,249
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 77,249
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Destino has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transactions in the Shares on behalf of Harvest Financial and through the Harvest Capital Accounts since the filing of Amendment No. 3 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.



CUSIP NO. 39304D102

H. Mr. Baum

(a) As of the close of business on May 23, 2016, Mr. Baum directly owned 7,500 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 7,500
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 7,500
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Baum has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

I. Mr. Fanlo

(a) As of the close of business on May 23, 2016, Mr. Fanlo directly owned 4,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 4,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,000
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Fanlo has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

J. Mr. Gresham

(a) As of the close of business on May 23, 2016, Mr. Gresham did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Gresham has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

K. Mr. Livingston

(a) As of the close of business on May 23, 2016, Mr. Livingston directly owned 4,050 Shares.

Percentage: Less than 1%



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- (b)
1. Sole power to vote or direct vote: 4,050
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,050
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Livingston has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On May 23, 2016, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 4 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Harvest Small Cap Master is short with respect to (i) 257,016 shares of Common Stock and (ii) 285,500 shares of Common Stock underlying American-style call options, which have an exercise price of \$20.00 per share and expire on September 16, 2016.

Harvest Small Cap Partners is short with respect to (i) 192,984 shares of Common Stock and (ii) 214,500 shares of Common Stock underlying American-style call options, which have an exercise price of \$20.00 per share and expire on September 16, 2016.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement by and among Harvest Small Cap Partners Masters, Ltd, Harvest Small Cap Partners, LP, HSCP Strategic I, LP, Harvest Financial Partners, LP, Harvest Capital Strategies LLC, Jeffrey B. Osher, Donald Destino, and Craig Baum, dated May 23, 2016.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 24, 2016

Harvest Small Cap Partners Master, Ltd.

By: Harvest Capital Strategies LLC  
Investment Manager

By: /s/ Jeffrey B. Osher  
Name: Jeffrey B. Osher  
Title: Managing Director

Harvest Small Cap Partners, LP

By: Harvest Capital Strategies LLC  
General Partner

By: /s/ Jeffrey B. Osher  
Name: Jeffrey B. Osher  
Title: Managing Director

HSCP Strategic I, LP

By: Harvest Capital Strategies LLC  
General Partner

By: /s/ Jeffrey B. Osher  
Name: Jeffrey B. Osher  
Title: Managing Director

Harvest Financial Partners, LP

By: Harvest Capital Strategies LLC  
General Partner

By: /s/ Donald Destino  
Name: Donald Destino  
Title: Managing Director

Harvest Capital Strategies LLC

By: /s/ Jeffrey B. Osher  
Name: Jeffrey B. Osher  
Title: Managing Director



CUSIP NO. 39304D102

/s/ Jeffrey B. Osher  
JEFFREY B. OSHER  
Individually and as attorney-in-fact for  
Saturnino Fanlo, George W. Gresham, and  
Philip B. Livingston

/s/ Donald Destino  
DONALD DESTINO

/s/ Craig Baum  
CRAIG BAUM

CUSIP NO. 39304D102

## SCHEDULE B

## Transactions in the Shares Since the Filing of Amendment No. 3 to the Schedule 13D

| Nature of the Transaction                                   | Amount of Securities<br>Purchased/(Sold) | Price (\$) | Date of<br>Purchase/Sale |
|---|--|------------|--------------------------|
| HARVEST SMALL CAP PARTNERS MASTER, LTD.                     |  |            |                          |
| Exercise of April 2016 Put<br>Option (\$30.00 Strike Price) | (228,300)1                               | \$30.0000  | 04/15/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 16,042                                   | \$21.6749  | 04/21/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 17,189                                   | \$22.1904  | 05/04/2016               |
| Short Sale of Class A<br>Common Stock                       | (570)                                    | \$22.0100  | 05/04/2016               |
| Short Sale of Class A<br>Common Stock                       | (54,142)                                 | \$22.4905  | 05/05/2016               |
| Short Sale of Class A<br>Common Stock                       | (21,514)                                 | \$22.9193  | 05/06/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 14,279                                   | \$23.4988  | 05/12/2016               |
| HARVEST SMALL CAP PARTNERS, LP                              |  |            |                          |
| Exercise of April 2016 Put<br>Option (\$30.00 Strike Price) | (171,700)1                               | \$30.0000  | 04/15/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 12,443                                   | \$21.6749  | 04/21/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 12,811                                   | \$22.1905  | 05/04/2016               |
| Short Sale of Class A<br>Common Stock                       | (430)                                    | \$22.0100  | 05/04/2016               |
| Short Sale of Class A<br>Common Stock                       | (40,673)                                 | \$22.4905  | 05/05/2016               |
| Short Sale of Class A<br>Common Stock                       | (16,156)                                 | \$22.9193  | 05/06/2016               |
| Purchase to Cover Short Sale<br>of Class A Common Stock     | 10,721                                   | \$23.4988  | 05/12/2016               |

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## HARVEST FINANCIAL PARTNERS, LP

|                                  |       |           |            |
|----------------------------------|-------|-----------|------------|
| Purchase of Class A Common Stock | 1,246 | \$21.7665 | 04/14/2016 |
| Purchase of Class A Common Stock | 2,179 | \$21.5546 | 04/15/2016 |
| Purchase of Class A Common Stock | 934   | \$21.4520 | 04/18/2016 |

HARVEST CAPITAL STRATEGIES LLC  
(Through the Harvest Capital Accounts)

|                                  |          |           |            |
|----------------------------------|----------|-----------|------------|
| Purchase of Class A Common Stock | 754      | \$21.7665 | 04/14/2016 |
| Sale of Class A Common Stock     | (2,500)  | \$21.7516 | 04/14/2016 |
| Purchase of Class A Common Stock | 1,321    | \$21.5546 | 04/15/2016 |
| Sale of Class A Common Stock     | (8,000)  | \$21.5818 | 04/15/2016 |
| Purchase of Class A Common Stock | 566      | \$21.4520 | 04/18/2016 |
| Sale of Class A Common Stock     | (3,000)  | \$21.4800 | 04/18/2016 |
| Sale of Class A Common Stock     | (25,891) | \$21.5907 | 04/20/2016 |

<sup>1</sup> Represents shares underlying American-style put options purchased in the over the counter market that were exercised. These put options expired on April 15, 2016.