

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**OMB APPROVAL**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FREISHTAT GREGG STEVEN</u> (Last) (First) (Middle) <u>5565 GLENRIDGE CONNECTOR, SUITE 700</u> (Street) <u>ATLANTA GA 30342</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>GreenSky, Inc. [GSKY]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B common stock	291,180.52 ⁽¹⁾⁽²⁾	D	
Class B common stock	631,796.8 ⁽²⁾⁽³⁾	I	By Founders Technology Investors, LLC ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Holdco Units	(1)(4)	(1)(4)	Class A common stock	291,180.52	1.081 ⁽¹⁾⁽⁴⁾	D	
Stock Option (right to buy)	(5)	01/01/2024 ⁽⁵⁾	Class A common stock	434,880	1.08 ⁽⁵⁾	D	
Holdco Units	(4)	(4)	Class A common stock	631,796.8 ⁽³⁾	(4)	I	By Founders Technology Investors, LLC ⁽³⁾

Explanation of Responses:

- In the Reorganization, profits interests previously awarded to the Reporting Person were replaced by Holdco Units. These Holdco Units, and corresponding shares of Class B common stock issued in the Reorganization, vest at the rate of 20% per year and are subject to a remaining vesting date of January 1, 2019, provided that he remains a director through that date.
- In the reorganization of GreenSky Holdings, LLC ("GS Holdings") and the creation of the Issuer as a public holding company for GS Holdings (the "Reorganization"), shares of the Class B common stock of the Issuer were issued for consideration in the amount of \$0.001 per share of Class B common stock to members of GS Holdings holding membership interests of GS Holdings ("Holdco Units") in a number equal to the number of Holdco Units held by each member (other than the Holdco Units that they will be exchanging in connection with the Issuer's initial public offering of Class A common stock (the "IPO"). The Class B common stock initially entitles holders to ten votes per share and will vote as a single class with the Class A common stock, but has no economic rights, and is subject to forfeiture upon exchange of the Reporting Person's Holdco Units as described below.
- The amount of securities reflects a 0.8871% indirect economic interest in Founders Technology Investors, LLC.
- Pursuant to the Exchange Agreement, dated May 23, 2018, by and among the Issuer, GS Holdings and the members of GS Holdings, the Holdco Units may be exchanged by the Reporting Person at any time on or following the closing of the IPO (with automatic cancellation of an equal number of shares of Class B common stock) for shares of Class A common stock on a one-for-one basis, subject to customary adjustments for stock splits, stock dividends, reclassifications and other similar transactions, stock repurchases and other reinvestments of excess cash, or for cash (based on the market price of the shares of Class A common stock), at the Issuer's option.
- In the Reorganization, capped options were equitably adjusted so that they would be exercisable for Class A common stock of the Issuer. Options awarded to the Reporting Person on January 1, 2014 represent the right to purchase 434,880 shares of Class A common stock with an exercise price of \$1.081 per unit and a cap of \$7.60 per unit. The options vest at the rate of 20% per year on the anniversary of the grant date and are subject to a remaining vesting date of January 1, 2019, provided that he remains a director through that date.

Remarks:

/s/ Robert Partlow, as attorney-in-fact 05/24/2018

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned's hereby constitutes and appoints each of Robert Partlow and Steven E. Fox, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) prepare, execute in the undersigned's name and on the undersigned's behalf, submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act") or any rule or regulation of the SEC;
- 2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% greater beneficial owner of GreenSky, Inc. (the "Company"), Forms 3,4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules promulgated thereunder, any any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- 3) do and perform any and all acts for an on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- 4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of May, 2018.

/s/ Gregg Freishtat

Signature

Gregg Freishtat

Print Name