

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>Bartlett Jerry</u><br><br>(Last) (First) (Middle)<br><u>5565 GLENRIDGE CONNECTOR, SUITE 700</u><br><br>(Street)<br><u>ATLANTA GA 30342</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>GreenSky, Inc. [ GSKY ]</u><br><br><b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>03/07/2019</u><br><br><b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Technology Officer</u><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Class A common stock            | 03/07/2019                           |  | A                              |   | 31,733 <sup>(1)</sup>   | A          | \$0.00 | 31,833  | D  |   |
| Class A common stock            | 03/07/2019                           |  | A                              |   | 33,297 <sup>(2)</sup>   | A          | \$0.00 | 65,130  | D  |   |
| Class B common stock            |                                      |  |                                |   |   |            |        | 264,371.74 <sup>(3)</sup>   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option (right to buy)                | \$12.55  | 03/07/2019                           |  | A                              |   | 56,819   | (4)  | 03/07/2029      | Class A common stock  | 56,819                     | \$0.00                                     | 56,819   | D   |  |
| Holdco Units                               | (5)  |                                      |  |                                |   |  | (5)  | (5)             | Class A common stock  | 264,371.74                 |  | 264,371.74   | D   |  |

**Explanation of Responses:**

- Grant of restricted stock, which will vest in three substantially equal installments on March 7, 2020, March 7, 2021, and March 7, 2022.
- Grant of restricted stock, which will vest in four substantially equal installments on March 7, 2020, March 7, 2021, March 7, 2022, and March 7, 2023.
- The Class B common stock entitles holders to ten votes per share, votes as a single class with the Class A common stock, has no economic rights and is subject to forfeiture upon exchange of the Reporting Person's Holdco Units as described below.
- The stock option vests in four equal installments on March 7, 2020, March 7, 2021, March 7, 2022, and March 7, 2023.
- Pursuant to the Exchange Agreement, dated May 23, 2018, by and among the Issuer, GreenSky Holdings, LLC ("GS Holdings") and the members of GS Holdings, the Holdco Units may be exchanged by the Reporting Person (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.

**Remarks:**

/s/ Robert Partlow, as attorney-in-fact 03/11/2019

\*\* 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 4 (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.

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