

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>FREISHTAT GREGG STEVEN</u> (Last) (First) (Middle) 5565 GLENRIDGE CONNECTOR, SUITE 700 (Street) ATLANTA GA 30342 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>GreenSky, Inc. [GSKY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 11/10/2020					
			4. 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		

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	11/10/2020		M ⁽¹⁾		434,880	A	\$1.08	494,389	D	
Class B common stock								177,741.2 ⁽²⁾	D	
Class B common stock								341,341 ⁽²⁾	I	By Trust
Class B common stock								76,130.83 ⁽²⁾	I	By LLP

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$1.08 ⁽³⁾	11/10/2020		M ⁽¹⁾		434,880		(3)	01/01/2024 ⁽³⁾	Class A common stock	434,880	\$0	0	D	
Holdco Units	(4)							(4)	(4)	Class A common stock	177,741.2		177,741.2	D	
Holdco Units	(4)							(4)	(4)	Class A common stock	76,130.83		76,130.83	I	By LLP
Holdco Units	(4)							(4)	(4)	Class A common stock	341,341		341,341	I	By Trust

Explanation of Responses:

- On November 10, 2020, the Reporting Person exercised an outstanding option to purchase 434,880 shares of Class A common stock. The option is subject to a cap of \$7.60 per share (i.e., the maximum value that could be received upon exercise of the option is \$7.60 per share). The Reporting Person received 434,880 shares of Class A common stock for the "gross exercise" of the option and remitted a payment of \$1.081 per share to the Company for the exercise costs.
- 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.
- 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 share and a cap of \$7.60 per share. The options vested at the rate of 20% per year on the anniversary of the grant date and fully vested on January 1, 2019.
- Pursuant to the Exchange Agreement, dated May 23, 2018, by and among the Issuer, GS Holdings and the members of GS Holdings, the membership interests 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/ Steven Fox, as attorney-in-fact 11/12/2020

** 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.

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.