

MORITZ MICHAEL J
 Form 4
 July 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORITZ MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
GREEN DOT CORP [GDOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3000 SAND HILL ROAD, 4-250
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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)
Class A Common Stock				(A) or (D)	V Amount (D) Price		By Sequoia Capital Franchise Fund ⁽¹⁾
Class A Common Stock					0	I	By Sequoia Capital IX ⁽²⁾
Class A Common Stock					0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
					0	I	

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Class A Common Stock						By Sequoia Capital USGF Principals Fund IV, L.P. <u>(3)</u>
Class A Common Stock	0			I		By Sequoia Capital Franchise Partners <u>(1)</u>
Class A Common Stock	0			I		By Sequoia Capital Entrepreneurs Annex Fund <u>(2)</u>

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

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SEC 1474
(9-02)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
					V	(A) (D)		
Series C Convertible Preferred Stock <u>(4)</u>	\$ 0	07/27/2010		C		6,243,285	<u>(4)</u> <u>(4)</u>	Class B Common Stock <u>(5)</u>
Series C-1 Convertible Preferred Stock <u>(4)</u>	\$ 0	07/27/2010		C		749,194	<u>(4)</u> <u>(4)</u>	Class B Common Stock <u>(5)</u>
Series C-2 Convertible Preferred Stock <u>(4)</u>	\$ 0	07/27/2010		C		775,774	<u>(4)</u> <u>(4)</u>	Class B Common Stock <u>(5)</u>
Series C-1 Convertible Preferred Stock <u>(4)</u>	\$ 0	07/27/2010		C		1,558,481	<u>(4)</u> <u>(4)</u>	Class B Common Stock <u>(5)</u>

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Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	288,247	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series A Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	266,579	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series B Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	45,912	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	38,394	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	4,426	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series A Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	11,571	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series B Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	1,993	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	1,666	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	192	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	851,357	<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C-1 Convertible	\$ 0	07/27/2010	C	102,163	<u>(4)</u>	<u>(4)</u>	Class B Common

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Preferred Stock ⁽⁴⁾								Stock ⁽⁵⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	105,787		<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	151,130		<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$ 0	07/27/2010	C	12,010		<u>(4)</u>	<u>(4)</u>	Class B Common Stock ⁽⁵⁾
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	7,768,253		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	1,846,728		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	355,311		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	15,422		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	1,059,307		<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock ⁽⁵⁾	\$ 0	07/27/2010	C	163,140		<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

4

Director 10% Owner Officer Other

MORITZ MICHAEL J
 3000 SAND HILL ROAD, 4-250 X X
 MENLO PARK, CA 94025

Signatures

/s/ Lina Davidian as attorney-in-fact for Michael J. Moritz 07/29/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) SCFF Management, LLC ("SCFF Management") is the sole general partner of Sequoia Capital Franchise Fund and Sequoia Capital Franchise Partners. The reporting person is a managing member of SCFF Management and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.
- (2) SC IX.I Management, LLC ("SC IX.I Management") is the sole general partner of Sequoia Capital IX and Sequoia Capital Entrepreneurs Annex Fund. The reporting person is a managing member of SC IX.I Management and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.
- (3) SCGF IV Management, L.P. ("SCGF IV Management") is the mid-tier general partner and SCGF GenPar, Ltd. ("SCGF GenPar") is the top-tier general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. The reporting person is a Class A Limited Partner of SCGF IV Management and a managing director of SCGF GenPar and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purposes.
- (4) The convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration date.
- (5) The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.