

GREEN DOT CORP  
Form SC 13D/A  
February 16, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*  
Green Dot Corporation**

(Name of Issuer)

Class A Common Stock, par value \$0.001 per share

(Title of Class of Securities)

39304D 102

(CUSIP Number)

Frederic D. Fenton  
c/o Technology Crossover Ventures  
528 Ramona Street  
Palo Alto, California 94301  
(650) 614-8200

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

February 10, 2011

(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.

\* 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).

NAMES OF REPORTING PERSONS:

1 TCV VII, L.P.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

CAYMAN ISLANDS

SOLE VOTING POWER:

7

NUMBER OF 1,157,016 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

-0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 1,157,016 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:

**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,157,016 SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

7.29%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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NAMES OF REPORTING PERSONS:

1 TCV VII (A), L.P.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

CAYMAN ISLANDS

SOLE VOTING POWER:

7

NUMBER OF 600,867 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES BENEFICIALLY 8

OWNED BY -0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 600,867 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:

**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

600,867 SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

3.92%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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NAMES OF REPORTING PERSONS:

1 TCV MEMBER FUND, L.P.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

CAYMAN ISLANDS

SOLE VOTING POWER:

7

NUMBER OF 10,486 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY 8  
OWNED BY

-0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH  
REPORTING 9

PERSON 10,486 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:

**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

10,486 SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

Less than 1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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NAMES OF REPORTING PERSONS:

1 TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

CAYMAN ISLANDS

SOLE VOTING POWER:

7

NUMBER OF 1,757,883 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY OWNED BY 8

-0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH  
REPORTING 9



PERSON 1,757,883 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:

**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,757,883 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.69%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

CAYMAN ISLANDS

SOLE VOTING POWER:

7

NUMBER OF 1,768,369 SHARES OF COMMON STOCK (A)

SHARED VOTING POWER:

SHARES  
BENEFICIALLY OWNED BY 8

-0- SHARES OF COMMON STOCK

SOLE DISPOSITIVE POWER:

EACH  
REPORTING 9

PERSON 1,768,369 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:

**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

OO

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 JAY C. HOAG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 RICHARD H. KIMBALL  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 JOHN L. DREW

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING



PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 JON Q. REYNOLDS, JR.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 WILLIAM J.G. GRIFFITH IV  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 ROBERT W. TRUDEAU  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 CHRISTOPHER P. MARSHALL  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING



PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 TIMOTHY P. McADAM  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

NAMES OF REPORTING PERSONS:

1 JOHN C. ROSENBERG  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

8

SHARES BENEFICIALLY OWNED BY 1,768,369 SHARES OF COMMON STOCK (A)

SOLE DISPOSITIVE POWER:

9

EACH REPORTING

PERSON -0- SHARES OF COMMON STOCK

WITH SHARED DISPOSITIVE POWER:

**10**

1,768,369 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

1,768,369 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

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

**13**

10.75%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

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**ITEM 1. SECURITY AND ISSUER.**

This statement relates to shares of Class A Common Stock, par value \$0.001 per share (the Class A Common Stock ), of Green Dot Corporation, a Delaware corporation ( GDOT or the Company ). The Company s principal executive offices are located at 605 East Huntington Drive, Suite 205, Monrovia, California 91016.

**ITEM 2. IDENTITY AND BACKGROUND.**

(a)-(c), (f). This statement is being filed by (1) TCV VII, L.P., a Cayman Islands exempted limited partnership ( TCV VII ), (2) TCV VII (A), L.P., a Cayman Islands exempted limited partnership ( TCV VII(A) ), (3) TCV Member Fund, L.P., a Cayman Islands exempted limited partnership ( Member Fund and, together with TCV VII and TCV VII(A), the TCV Funds ), (4) Technology Crossover Management VII, L.P., a Cayman Islands exempted limited partnership ( TCM VII ), (5) Technology Crossover Management VII, Ltd., a Cayman Islands exempted company ( Management VII ), (6) Jay C. Hoag ( Mr. Hoag ), (7) Richard H. Kimball ( Mr. Kimball ), (8) John L. Drew ( Mr. Drew ), (9) Jon Q. Reynolds, Jr. ( Mr. Reynolds ), (10) William J.G. Griffith IV ( Mr. Griffith ), (11) Robert W. Trudeau ( Mr. Trudeau ), (12) Christopher P. Marshall ( Mr. Marshall ), (13) Timothy P. McAdam ( Mr. McAdam ) and (14) John C. Rosenberg ( Mr. Rosenberg ). TCV VII, TCV VII(A), Member Fund, TCM VII, Management VII, Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam and Mr. Rosenberg are sometimes collectively referred to herein as the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this statement is incorporated by reference as Exhibit 1 hereto.

TCV VII, TCV VII(A), Member Fund, TCM VII and Management VII (collectively, the TCV Entities ) are each principally engaged in the business of investing in securities of privately and publicly held companies. TCM VII is the direct general partner of TCV VII and TCV VII(A). Management VII is the direct general partner of TCM VII, the ultimate general partner of TCV VII and TCV VII(A) and a general partner of Member Fund. The address of the principal business and office of each of the TCV Entities is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam and Mr. Rosenberg (collectively, the Class A Directors ) are the Class A Directors of Management VII. The Class A Directors are each United States citizens and the present principal occupation of each is as a venture capital investor. The business address of each of the Class A Directors is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of the Reporting Persons has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Not applicable.

**ITEM 4. PURPOSE OF TRANSACTION.**

The Reporting Persons acquired the securities referenced in Item 3 for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Class A Common Stock in the open market, in connection with issuances by the Company or sales by other stockholders in transactions registered under the Securities Act of 1933, as amended, in privately negotiated transactions or otherwise and/or retain and/or sell or otherwise dispose of all or a portion of their shares in the open market, through transactions registered under the Securities Act, through privately negotiated transactions or through distributions to their respective partners or otherwise. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons review of numerous factors, including, among other things, the price levels of the Class A Common Stock; general market and economic conditions; ongoing evaluation of the Company s business, financial condition, operating results and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments. Subject to these factors, the Reporting Persons are continuing to evaluate sales or dispositions of additional shares of Class A Common Stock in the short term, which may result in the sale or disposition of all or any portion of such shares or the Reporting Persons no longer owning five percent (5%) of the Class A Common Stock of the Company.

Except as set forth above and in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010 (which is incorporated by reference herein) (the "Original 13D"), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

(a), (b). As of the close of business on February 15, 2011, the Reporting Persons owned directly and/or indirectly the following shares:

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Name of Investor	Number of Total Shares	Percentage of Outstanding Shares(*)
TCV VII	1,157,016(**)(1)	7.29%
TCV VII(A)	600,867(**)(2)	3.92%
Member Fund	10,486(**)(3)	Less than 1%
TCM VII	1,757,883(**)(4)	10.69%
Management VII	1,768,369(**)(5)	10.75%
Mr. Hoag	1,768,369(**)(5)	10.75%
Mr. Kimball	1,768,369(**)(5)	10.75%
Mr. Drew	1,768,369(**)(5)	10.75%
Mr. Reynolds	1,768,369(**)(5)	10.75%
Mr. Griffith	1,768,369(**)(5)	10.75%
Mr. Trudeau	1,768,369(**)(5)	10.75%
Mr. Marshall	1,768,369(**)(5)	10.75%
Mr. McAdam	1,768,369(**)(5)	10.75%
Mr. Rosenberg	1,768,369(**)(5)	10.75%

(\*) All percentages in this table are based on (i) 17,761,743 shares of Class A Common Stock of the Company outstanding as provided by the Company, plus (ii) shares of Class A Common Stock deemed to be outstanding pursuant to Rule 13d-3(d)(i) with respect to such Reporting Persons.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

- (1) Includes 49,300 shares of Class A Common Stock and 1,107,716 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (2) Includes 25,603 shares of Class A Common Stock and 575,264 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (3) Includes 97 shares of Class A Common Stock and 10,389 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (4) Includes 74,903 shares of Class A Common Stock and 1,682,980 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (5) Includes 75,000 shares of Class A Common Stock and 1,693,369 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.

Each of the TCV Funds has the sole power to dispose or direct the disposition of the shares which it holds directly, and has the sole power to vote or direct the vote of such shares.



Management VII, as the ultimate general partner of TCV VII and TCV VII(A) and a general partner of the Member Fund, and TCM VII, as the direct general partner of TCV VII and TCV VII(A), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and, with respect to Management VII, certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Each of Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

Under the memorandum and articles of association of Management VII, the Class A Directors have the shared power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and certain of the shares held by Member Fund and the shared power to direct the vote of such shares. Each of the Class A Directors disclaims beneficial ownership of the securities owned by Management VII, TCM VII, TCV VII, TCV VII(A) and Member Fund except to the extent of their respective pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Class A Common Stock owned beneficially or of record by any other Reporting Person.

(c). Between February 9, 2011 and February 10, 2011, the TCV Funds sold an aggregate of 136,004 shares of Class A Common Stock in the amounts and at the prices listed below in open market transactions:

Name of Seller	Date of Sale	Aggregate Number of Shares		Per Share Selling Price
		Sold		
TCV VII	2/9/2011	55,025		\$ 60.4885(1)
TCV VII(A)	2/9/2011	28,576		\$ 60.4885(1)
Member Fund	2/9/2011	499		\$ 60.4885(1)
TCV VII	2/10/2011	33,961		\$ 59.5733(2)
TCV VII(A)	2/10/2011	17,636		\$ 59.5733(2)
Member Fund	2/10/2011	307		\$ 59.5733(2)

(1) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$60.4865 to \$60.4900 per share.

(2) This number represents the weighted average selling price per share for the shares sold. The shares were sold at prices ranging from \$59.5310 to \$59.7234 per share.

(d). Not applicable.

(e). Not applicable.

#### **ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Except as set forth herein and in the Original 13D (which is incorporated by reference herein), none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

#### **ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010)

Exhibit 2 Ninth Amended and Restated Registration Rights Agreement dated May 27, 2010 (incorporated by reference from Exhibit 4.01 to Green Dot Corporation's Registration Statement on Form S-1 filed on February 26, 2010)

Exhibit 3 First Amendment to Ninth Amended and Restated Registration Rights Agreement dated July 16, 2010 (incorporated by reference from Exhibit 4.02 to Green Dot Corporation's Registration Statement on Form S-1 filed on July 19, 2010)

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to the Schedule 13D relating to the common stock of Interactive Brokers Group, Inc. filed on July 10, 2009)

Exhibit 5 Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010)

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**SIGNATURE**

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

Dated: February 16, 2011

**TCV VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV VII (A), L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TCV MEMBER FUND, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER  
MANAGEMENT VII, LTD.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JAY C. HOAG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**RICHARD H. KIMBALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN L. DREW**

By: */s/ Frederic D. Fenton*

Name: Frederic D. Fenton

Its: Authorized Signatory

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**JON Q. REYNOLDS, JR.**

By: */s/ Frederic D. Fenton*

Name: Frederic D. Fenton

Its: Authorized Signatory

**WILLIAM J.G. GRIFFITH IV**

By: */s/ Frederic D. Fenton*

Name: Frederic D. Fenton

Its: Authorized Signatory

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**ROBERT W. TRUDEAU**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**CHRISTOPHER P. MARSHALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**TIMOTHY P. McADAM**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

**JOHN C. ROSENBERG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Its: Authorized Signatory

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