

MORITZ MICHAEL J
 Form 4
 July 29, 2010

FORM 4

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

OMB APPROVAL

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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)
				(A) or (D)	Code V Amount (D) Price		
Class A Common Stock					0	I	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.

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 control number.

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(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

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

