

GREEN DOT CORP
Form 3
August 06, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

SEQUOIA CAPITAL
FRANCHISE FUND LP

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/27/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|--|
| Class A Common Stock | 0 | D ⁽¹⁾ | Â |
| Class A Common Stock | 0 | I | By Sequoia Capital IX, L.P. ⁽²⁾ |
| Class A Common Stock | 0 | I | By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽³⁾ |
| Class A Common Stock | 0 | I | By Sequoia Capital Franchise Partners L.P. ⁽¹⁾ |
| Class A Common Stock | 0 | I | By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽²⁾ |
| Class A Common Stock | 0 | I | By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾ |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 7,778,099 | \$ 0 | D ⁽¹⁾ | Â |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 1,850,387 | \$ 0 | I | By Sequoia Capital IX, L.P. ⁽²⁾ |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 1,195,073 | \$ 0 | I | By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽³⁾ |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 1,060,650 | \$ 0 | I | By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾ |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 163,292 | \$ 0 | I | By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽²⁾ |
| Class B Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 51,872 | \$ 0 | I | By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEQUOIA CAPITAL FRANCHISE FUND LP 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SEQUOIA CAPITAL IX 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

SC IX.I MANAGEMENT, LLC
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

SEQUOIA CAPITAL FRANCHISE PARTNERS LP
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SCFF MANAGEMENT LLC
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SEQUOIA CAPITAL US GROWTH FUND IV LP
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SCGF IV MANAGEMENT LP
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SCGF GENPAR LTD
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SEQUOIA CAPITAL ENTREPRENEURS ANNEX FUND
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP
 3000 SAND HILL ROAD, 4-250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

By SCFF Management LLC, its General Partner, By Douglas M. Leone, its Managing Member
 By /s/ Melinda Dunn as attorney-in-fact

08/06/2010

__Signature of Reporting Person

Date

By SC IX.I Management, LLC, its General Partner By Douglas M. Leone, its Managing
 Member By: /s/ Melinda Dunn as attorney in fact

08/06/2010

__Signature of Reporting Person

Date

By Douglas M. Leone, its Managing Member By: /s/ Melinda Dunn as attorney-in-fact

08/06/2010

__Signature of Reporting Person

Date

By SCFF Management, LLC, its General Partner By Douglas M. Leone, its Managing Member
 By /s/ Melinda Dunn as attorney-in-fact

08/06/2010

__Signature of Reporting Person

Date

By Douglas M. Leone, its Managing Member By: /s/ Melinda Dunn as attorney-in-fact

08/06/2010

__Signature of Reporting Person

Date

By SCGF IV Management L.P., its General Partner By SCGF GenPar Ltd, its General Partner
 By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact

08/06/2010

__Signature of Reporting Person

Date

08/06/2010

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By SCGF GenPar Ltd., its General Partner By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact

**Signature of Reporting Person Date

By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact 08/06/2010

**Signature of Reporting Person Date

By SC IX.I Management, LLC, its General Partner By Douglas M. Leone, its Managing Member By /s/ Melinda Dunn as attorney-in-fact 08/06/2010

**Signature of Reporting Person Date

By SCGF IV Management LP, its General Partner By SCGF GenPar Ltd., its General Partner By Douglas M. Leone, its Managing Director By /s/ Melinda Dunn as attorney-in-fact 08/06/2010

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 L.P. and Sequoia Capital Franchise Partners L.P. Michael L. Goguen, Douglas M. Leone, Michael J. Moritz (one of the issuer's directors, who has filed separately) and Mark A. Stevens are managing members of SCFF Management. Each of the filing persons disclaims beneficial ownership of the securities except to the extent of his or its 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, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. Douglas M. Leone, Michael L. Goguen, Michael J. Moritz (one of the issuer's directors, who has filed separately) and Mark A. Stevens are managing members of SC IX.I Management. Each of the filing persons hereby disclaims beneficial ownership of the securities except to the extent of his or its 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. Roelof Botha, J. Scott Carter, James J. Goetz, Michael L. Goguen, Douglas M. Leone and Michael J. Moritz (one of the issuer's directors, who has filed separately) are Class A Limited Partners of SCGF IV Management and managing directors of SCGF GenPar. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of his or its 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 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.

^

Remarks:

This report is one of two reports, each on a separate Form 3 on the date hereof, but relating to

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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