

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

**Form S-1**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**GREEN DOT CORPORATION**

*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**6199**  
*(Primary standard industrial  
classification code number)*

**95-4766827**  
*(I.R.S. employer  
identification no.)*

**605 East Huntington Drive, Suite 205  
Monrovia, CA 91016  
(626) 775-3400**

*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**John C. Ricci  
General Counsel  
Green Dot Corporation  
605 East Huntington Drive, Suite 205  
Monrovia, CA 91016  
(626) 775-3400**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

**Copies to:**

**Laird H. Simons III, Esq.  
William L. Hughes, Esq.  
James D. Evans, Esq.  
Fenwick & West LLP  
801 California Street  
Mountain View, CA 94041  
(650) 988-8500**

**William V. Fogg, Esq.  
Daniel A. O'Shea, Esq.  
Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-165081

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Class A Common Stock, par value \$0.001 per share	495,471	\$36.00	\$17,836,956	\$1,272

(1) Includes 108,248 shares subject to the underwriters' over-allotment option.

(2) Based on the per share public offering price of the Class A Common Stock.

(3) The Registrant previously registered an aggregate of \$166,120,045.00 worth of its Class A Common Stock on the Registration Statement on Form S-1 initially filed by the Registrant on February 26, 2010 (Registration No. 333-165081) for which the Registrant paid filing fees in the aggregate amount of \$11,485.00.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

#### EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), and General Instruction V of Form S-1. This Registration Statement relates to the public offering of Class A Common Stock of the Registrant contemplated by a Registration Statement on Form S-1, as amended (Registration No. 333-165081) (the "**Initial Registration Statement**"), declared effective on July 21, 2010 by the Securities and Exchange Commission (the "**Commission**") and is being filed for the sole purpose of registering the offer and sale of 495,471 shares.

#### INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

In accordance with General Instruction V to Form S-1 and Rule 462(b) promulgated under the Securities Act, this Registration Statement incorporates by reference the entire contents of the Initial Registration Statement, including all exhibits thereto, and including the Rule 430A information thereto to be filed pursuant to Rule 424(b) on the date of this Registration Statement.

#### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

##### Item 16. *Exhibits and Financial Statement Schedules*

<u>Exhibit Number</u>	<u>Exhibit Title</u>
5.01	Opinion of Fenwick & West LLP regarding the legality of the securities being registered.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of Ernst & Young LLP, independent registered public accounting firm.
24.01	Power of Attorney (incorporated by reference to Exhibit 24.01 of the Form S-1 filed by the Registrant with the Commission on February 26, 2010).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monrovia, State of California, on July 22, 2010.

**GREEN DOT CORPORATION**

By: /s/ Steven W. Streit

Steven W. Streit  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer: <u>/s/ Steven W. Streit</u> Steven W. Streit	Chairman, President and Chief Executive Officer	July 22, 2010
Principal Financial Officer: <u>/s/ John L. Keatley</u> John L. Keatley	Chief Financial Officer	July 22, 2010
Principal Accounting Officer: <u>/s/ Simon M. Heyrick</u> Simon M. Heyrick	Chief Accounting Officer	July 22, 2010
Additional Directors: <u>*</u> Kenneth C. Aldrich	Director	July 22, 2010
<u>*</u> Timothy R. Greenleaf	Director	July 22, 2010
<u>*</u> Virginia L. Hanna	Director	July 22, 2010
<u>*</u> Michael J. Moritz	Director	July 22, 2010
<u>*</u> William H. Ott, Jr.	Director	July 22, 2010
<u>*</u> W. Thomas Smith, Jr.	Director	July 22, 2010
By: <u>/s/ John C. Ricci</u> John C. Ricci Attorney-in-Fact		

---

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit Title</b>
5.01	Opinion of Fenwick & West LLP regarding the legality of the securities being registered.
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).
23.02	Consent of Ernst & Young LLP, independent registered public accounting firm.
24.01	Power of Attorney (incorporated by reference to Exhibit 24.01 of the Form S-1 filed by the Registrant with the Commission on February 26, 2010).

[Fenwick &amp; West LLP Letterhead]

July 22, 2010

Green Dot Corporation  
605 East Huntington Drive, Suite 205  
Monrovia, CA 91016

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the "**Additional Registration Statement**") filed by Green Dot Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on July 22, 2010, in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of the proposed sale of an aggregate of up to 495,471 shares (the "**Stock**") of the Company's Class A Common Stock, \$0.001 par value per share (the "**Class A Common Stock**" and, together with the Company's Class B Common Stock, \$0.001 par value per share, the "**Common Stock**"), which number of shares includes (i) up to 387,223 shares initially to be sold by certain selling stockholders (the "**Selling Stockholders**"), all of which are presently issued and outstanding, and (ii) up to 108,248 shares subject to the underwriters' over-allotment option to be sold by certain of the Selling Stockholders, all of which are presently issued and outstanding. The Additional Registration Statement relates to the Registration Statement on Form S-1 (Registration No. 333-165081) (the "**Original Registration Statement**" and, together with the Additional Registration Statement, the "**Registration Statements**") filed by the Company with the Commission on February 26, 2010, as amended.

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) a copy of the Ninth Amended and Restated Certificate of Incorporation of the Company, as filed with the Delaware Secretary of State on March 31, 2010, a copy of the Certificate of Amendment to Ninth Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on May 27, 2010, a copy of the Certificate of Amendment to Ninth Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on July 16, 2010, and a copy of the Tenth Amended and Restated Certificate of Incorporation of the Company, which the Company intends to file with the Secretary of State of Delaware promptly following the closing date of the offering contemplated by the Registration Statements (the "**Closing Date**");
  - (2) a copy of the Second Amended and Restated Bylaws of the Company, as amended, as certified to us as of the date hereof by an officer of the Company as being complete and in full force and effect as of the date hereof, and a copy of the
-

Amended and Restated Bylaws of the Company, which will become effective as of the Closing Date;

- (3) the Original Registration Statement, together with the Exhibits filed as a part thereof, and the Additional Registration Statement, together with the Exhibits filed as a part thereof;
- (4) the preliminary prospectus, dated July 9, 2010, prepared in connection with the Original Registration Statement;
- (5) the underwriting agreement entered into by and among the Company, the Selling Stockholders and J.P. Morgan Securities Inc. and Morgan Stanley & Co., Incorporated, as representatives of the several underwriters;
- (6) the minutes of meetings and actions by written consent of the incorporator, the Company's stockholders and the Company's Board of Directors contained in the minute books of the Company that have been made available to us by the Company at the Company's offices;
- (7) the securities records for the Company that have been made available to us by the Company at the Company's offices (consisting of a list of stockholders holding shares of capital stock issued by the Company and a list of option and warrant holders respecting the Company's capital and of any rights to purchase capital stock that was prepared by the Company and dated of even date herewith verifying the number of such issued and outstanding securities); and
- (8) a management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "*Management Certificate*"); and
- (9) the custody agreements, manner of payment elections and powers of attorney signed by the Selling Stockholders in connection with the sale of the Stock described in the Registration Statement.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all such documents by the Selling Stockholders where due authorization, execution and delivery are prerequisites to the effectiveness thereof. The Common Stock is uncertificated and no stockholders of the Company hold certificates representing shares of Common Stock.

We are admitted to practice law in the State of California, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States, of the State of

---

California and of the Delaware General Corporation Law, the Delaware Constitution and reported judicial decisions relating thereto.

In connection with our opinions expressed below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have become automatically effective under the Securities Act, that the registration provided for in the Registration Statements will apply to such shares of Stock and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such shares of Stock.

Based upon the foregoing, it is our opinion that the up to 495,471 shares of Stock to be sold by the Selling Stockholders pursuant to the Additional Registration Statement are validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Additional Registration Statement. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Additional Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 to be filed pursuant to Rule 462(b) of the Securities Act of 1933 on or about July 22, 2010, of the reference to our firm under the caption "Experts" and of our report dated April 26, 2010, relating to the consolidated financial statements of Green Dot Corporation, included in the Registration Statement on Form S-1 (No. 333-165081) and related Prospectus of Green Dot Corporation.

/s/ Ernst & Young LLP

Los Angeles, California

July 19, 2010