

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MORITZ MICHAEL J (Last) (First) (Middle) 3000 SAND HILL ROAD, 4-250 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2011	

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								18,313	D	
Class A Common Stock	12/08/2011		C		2,488,099	A	\$0.00	2,488,099	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	12/08/2011		C		382,073	A	\$0.00	382,073	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	12/08/2011		C		16,872	A	\$0.00	16,872	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	12/08/2011		C		339,650	A	\$0.00	339,650	I	By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾⁽²⁾

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) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	12/08/2011		J ⁽⁴⁾			5,290,000	(3)	(3)	Class A Common Stock	5,290,000	(4)	2,488,099	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾⁽²⁾
Series A Convertible Junior Participating Preferred Stock	(5)	12/08/2011		J ⁽⁴⁾		5,290		(5)	(5)	Class A Common Stock	5,290,000	(4)	5,290	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		C			2,488,099	(3)	(3)	Class A Common Stock	2,488,099	\$0.00	0	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾⁽²⁾

**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) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	12/08/2011		J ⁽⁴⁾			813,000	(3)	(3)	Class A Common Stock	813,000	(4)	382,073	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽¹⁾⁽²⁾
Series A Convertible Junior Participating Preferred Stock	(5)	12/08/2011		J ⁽⁴⁾		813		(5)	(5)	Class A Common Stock	813,000	(4)	813	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		C			382,073	(3)	(3)	Class A Common Stock	382,073	\$0.00	0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		J ⁽⁴⁾			35,000	(3)	(3)	Class A Common Stock	35,000	(4)	16,872	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾⁽²⁾
Series A Convertible Junior Participating Preferred Stock	(5)	12/08/2011		J ⁽⁴⁾		35		(5)	(5)	Class A Common Stock	35,000	(4)	35	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		C			16,872	(3)	(3)	Class A Common Stock	16,872	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		J ⁽⁴⁾			721,000	(3)	(3)	Class A Common Stock	721,000	(4)	339,650	I	By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾⁽²⁾
Series A Convertible Junior Participating Preferred Stock	(5)	12/08/2011		J ⁽⁴⁾		721		(5)	(5)	Class A Common Stock	721,000	(4)	721	I	By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	12/08/2011		C			339,650	(3)	(3)	Class A Common Stock	339,650	\$0.00	0	I	By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾⁽²⁾

Explanation of Responses:

1. Michael Moritz is a managing member of SCFF Management, LLC ("SCFF Management") and is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). SCFF Management is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCGF GenPar is the sole general partner of SCGF IV Management, L.P., which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. By virtue of these relationships, Mr. Moritz may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Franchise Fund L.P., Sequoia Capital Franchise Partners L.P., Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. [continued in footnote 2]
2. Mr. Moritz disclaims beneficial ownership of such 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 the reported securities for purposes of Section 16 or for any other purposes.
3. The Class B Common Stock is convertible into Class A Common Stock at any time on a 1-for-1 basis, and has no expiration date.
4. On December 8, 2011, the issuer entered into a share exchange agreement with Sequoia Capital Franchise Fund, L.P., Sequoia Capital U.S. Growth Fund IV, L.P., Sequoia Capital USGF Principals Fund IV L.P. and Sequoia Capital Franchise Partners, L.P., pursuant to which these reporting persons agreed to exchange 5,290,000, 813,000, 35,000 and 721,000 shares of Class B Common Stock, respectively, for shares of the issuer's Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") on the basis of 1,000 shares of Class B Common Stock for each share of Series A Preferred Stock. With respect to the reporting person, the exchange of the Class B Common Stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.
5. The Series A Preferred Stock is convertible into Class A Common Stock on the basis of 1,000 shares of Class A Common Stock for each share of Series A Preferred Stock, and may be converted only in connection with transfers to unaffiliated third parties of the reporting persons. The Series A Preferred Stock has no expiration date.

Remarks:

/s/ Melinda Dunn, as attorney-in-fact 12/12/2011

** Signature of Reporting Person Date

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

* 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).

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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