

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TCV VII LP</u>  (Last) (First) (Middle) <u>C/O TECHNOLOGY CROSSOVER VENTURES</u> <u>528 RAMONA STREET</u>  (Street) <u>PALO ALTO CA 94301</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [ GDOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>May be part of a 13(d) group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/18/2011		C		54,128	A	\$0	103,428	I	TCV VII, L.P. (1)(2)
Class A Common Stock	02/18/2011		S		54,128	D	\$57.09 <sup>(3)</sup>	49,300	I	TCV VII, L.P. (1)(2)
Class A Common Stock	02/18/2011		C		28,110	A	\$0	53,713	I	TCV VII (A), L.P. (1)(4)
Class A Common Stock	02/18/2011		S		28,110	D	\$57.09 <sup>(3)</sup>	25,603	I	TCV VII (A), L.P. (1)(4)

**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
Class B Common Stock <sup>(5)</sup>	\$0	02/18/2011		C			54,128	(5)	(5)	Class A Common Stock	54,128	(6)	1,053,588	I	TCV VII, L.P. (1)(2)
Class B Common Stock <sup>(5)</sup>	\$0	02/18/2011		C			28,110	(5)	(5)	Class A Common Stock	28,110	(6)	547,154	I	TCV VII (A), L.P. (1)(4)

1. Name and Address of Reporting Person\*

TCV VII LP

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TCV VII(A) L P

(Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Technology Crossover Management VII, Ltd.](#)

(Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)  
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Technology Crossover Management VII, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[HOAG JAY C](#)

(Last) (First) (Middle)  
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(Street)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KIMBALL RICK](#)

(Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)  
528 RAMONA STREET CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DREW JOHN](#)

(Last) (First) (Middle)  
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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[REYNOLDS JON Q JR](#)

(Last) (First) (Middle)

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PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GRIFFITH WILLIAM](#)

(Last) (First) (Middle)

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1. Name and Address of Reporting Person\*

[Trudeau Robert](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
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(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV Member Fund, L.P., Christopher P. Marshall, Timothy P. McAdam and John C. Rosenberg on February 23, 2011.
2. These securities are directly held by TCV VII, L.P. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., William J.G. Griffith IV, Robert W. Trudeau, Christopher P. Marshall, Timothy P. McAdam and John C. Rosenberg (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
3. The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$54.70 to \$57.50. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
4. These securities are directly held by TCV VII (A), L.P. The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A), L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
5. The Class B Common Stock is convertible at the holder's option into Class A Common Stock on a 1-for-1 basis and has no expiration date.
6. The holder elected to convert the shares of Class B Common Stock into Class A Common stock, which Class A Common Stock has no exercisable date or expiration date.

**Remarks:**

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for TCV VII, L.P.](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for TCV VII \(A\), L.P.](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for Technology](#)  
[Crossover Management VII,](#)  
[Ltd.](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for Technology](#)  
[Crossover Management VII,](#)  
[L.P.](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for Jay C. Hoag](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for Richard H.](#)  
[Kimball](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for John L. Drew](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for Jon Q. Reynolds,](#)  
[Jr.](#)

[Frederic D. Fenton Authorized](#) [02/23/2011](#)  
[signatory for William J.G.](#)  
[Griffith IV](#)

[Frederic D. Fenton Authorized](#)  
[signatory for Robert W.](#) [02/23/2011](#)  
[Trudeau](#)

\*\* 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.

**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 Number.**