

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Smith W Thomas Jr</u> (Last) (First) (Middle) 1230 PEACHTREE STREET PROMENADE II, SUITE 1150 (Street) ATLANTA GA 30309 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/27/2010		C		675,000	A	\$0.00	675,000	I	By TTP Fund, L.P. ⁽¹⁾
Class A Common Stock	07/27/2010		S		675,000	D	\$33.48	0	I	By TTP Fund, L.P. ⁽¹⁾
Class A Common Stock	07/27/2010		P		2,777	A	\$36	2,777	D	

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				
Series A Convertible Preferred Stock ⁽²⁾	\$0.00	07/27/2010		C			1,965,532	(2)	(2)	Class B Common Stock ⁽³⁾	1,965,532	\$0.00	0	I	By TTP Fund, L.P. ⁽¹⁾
Series B Convertible Preferred Stock ⁽²⁾	\$0.00	07/27/2010		C			363,372	(2)	(2)	Class B Common Stock ⁽³⁾	363,372	\$0.00	0	I	By TTP Fund, L.P. ⁽¹⁾
Series C Convertible Preferred Stock ⁽²⁾	\$0.00	07/27/2010		C			1,055,727	(2)	(2)	Class B Common Stock ⁽³⁾	1,055,727	\$0.00	0	I	By TTP Fund, L.P. ⁽¹⁾
Series C-1 Convertible Preferred Stock ⁽²⁾	\$0.00	07/27/2010		C			722,152	(2)	(2)	Class B Common Stock ⁽³⁾	722,152	\$0.00	0	I	By TTP Fund, L.P. ⁽¹⁾
Class B Common Stock ⁽³⁾	\$0.00	07/27/2010		C			4,106,783	(3)	(3)	Class A Common Stock	4,106,783	\$0.00	4,106,783	I	By TTP Fund, L.P. ⁽¹⁾
Class B Common Stock ⁽³⁾	\$0.00	07/27/2010		C			675,000	(3)	(3)	Class A Common Stock	675,000	\$0.00	3,431,783	I	By TTP Fund, L.P. ⁽¹⁾

Explanation of Responses:

- The reporting person and Gardiner W. Garrard, III are the managing members of Total Technology Partners, LLC, which is the general partner of TTP Fund, L.P.
- The convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration date.
- 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:

/s/ Lina Davidian as attorney-in-fact for W. Thomas Smith 07/29/2010

** 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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