

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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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).

<p>1. Name and Address of Reporting Person*</p> <p><u>SCFF MANAGEMENT LLC</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD</p> <p>BLDG 4, SUITE 250</p> <hr/> <p>(Street)</p> <p>MENLO PARK CA 94025</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>GREEN DOT CORP [GDOT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/08/2011</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	12/08/2011		C		2,488,099	A	\$0.00	2,488,099	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾
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. ⁽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. ⁽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⁾

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⁾
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⁾
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⁾

**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. ⁽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. ⁽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. ⁽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. ⁽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. ⁽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. ⁽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⁾
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⁾
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⁾

1. Name and Address of Reporting Person*

[SCFF MANAGEMENT LLC](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL FRANCHISE FUND LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL FRANCHISE PARTNERS LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SCGF GENPAR LTD](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SCGF IV MANAGEMENT LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL US GROWTH FUND IV LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD
BLDG 4, SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

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. As a result, SCFF Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCFF Management disclaims beneficial ownership of these securities except to the extent of its 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.

2. SCGF GenPar, Ltd. ("SCGF GenPar") is the sole general partner of SCGF IV Management, L.P. ("SCGF IV Management"), which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. As a result SCGF GenPar and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of SCGF GenPar and SCGF IV Management disclaims beneficial ownership of such securities except to the extent of its 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.

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 for Douglas Leone, the
managing member of SCFF
Management, LLC

12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing member of SCFF
Management, LLC, which is the
general partner of Sequoia
Capital Franchise Fund, L.P. 12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing member of SCFF
Management, LLC, which is the
general partner of Sequoia
Capital Franchise Partners, L.P. 12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing director of SCGF
GenPar Ltd. 12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing director of SCGF
GenPar Ltd., which is the general
partner of SCGF IV
Management, L.P. 12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing director of SCGF
GenPar Ltd., which is the general
partner of SCGF IV
Management, L.P., which is the
general partner of Sequoia
Capital U.S. Growth Fund IV,
L.P. 12/12/2011

/s/ Melinda Dunn, as attorney-in-
fact for Douglas Leone, a
managing director of SCGF
GenPar, Ltd., which is the
general partner of SCGF IV
Management, L.P., which is the
general partner of Sequoia
Capital USGF Principals Fund
IV, L.P. 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.

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.