

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			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2014			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3000 SAND HILL ROAD, 4-250			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MENLO PARK CA 94025								
(City) (State) (Zip)								

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	11/26/2014		j ⁽¹⁾		627,307	D	\$0.00	627,246	I	By Sequoia Capital Franchise Fund, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	11/26/2014		j ⁽¹⁾		85,615	D	\$0.00	85,723	I	By Sequoia Capital Franchise Partners, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	11/26/2014		j ⁽⁴⁾		12,686	A	\$0.00	300,927	D	
Class A Common Stock	11/26/2014		j ⁽¹⁾		191,101	D	\$0.00	0	I	By Sequoia Capital US Growth Fund IV LP ⁽²⁾⁽³⁾
Class A Common Stock	11/26/2014		j ⁽¹⁾		8,343	D	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV LP ⁽²⁾⁽³⁾
Class A Common Stock	11/26/2014		j ⁽⁵⁾		8,343	A	\$0.00	16,872	I	By The Crankstart Foundation ⁽⁶⁾

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 Junior Participating Preferred Stock	(7)	11/26/2014		j ⁽¹⁾			1,333.683	(7)	(7)	Class A Common Stock	1,333,683	\$0.00	1,333.743	I	By Sequoia Capital Franchise Fund, L.P. ⁽²⁾⁽³⁾
Series A Convertible Junior Participating Preferred Stock	(7)	11/26/2014		j ⁽¹⁾			181.827	(7)	(7)	Class A Common Stock	181,827	\$0.00	181.719	I	By Sequoia Capital Franchise Partners, L.P. ⁽²⁾⁽³⁾
Series A Convertible Junior Participating Preferred Stock	(7)	11/26/2014		j ⁽¹⁾			406.435	(7)	(7)	Class A Common Stock	406,435	\$0.00	0	I	By Sequoia Capital US Growth Fund IV LP ⁽²⁾⁽³⁾

**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 Junior Participating Preferred Stock	(7)	11/26/2014		j ⁽¹⁾			17,593	(7)	(7)	Class A Common Stock	17,593	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV LP ⁽²⁾⁽³⁾
Series A Convertible Junior Participating Preferred Stock	(7)	11/26/2014		j ⁽⁸⁾		1,618		(7)	(7)	Class A Common Stock	1,618	\$0.00	3.05	I	By The Crankstart Foundation ⁽⁶⁾

Explanation of Responses:

- Represents a pro rata in-kind distribution of the issuer's Class A Common Stock and Series A Convertible Junior Participating Preferred Stock (the "Series A Stock") to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.
- Michael Moritz is a managing member of SCFF Management, LLC ("SCFF Management") and is a director of SC US (TTGP), LTD. SCFF Management is the sole general partner of Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. SC US (TTGP), LTD. is the sole general partner of SCGF IV Management, L.P., which is the sole general partner of Sequoia Capital US Growth Fund IV LP. and Sequoia Capital USGF Principals Fund IV LP. 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 3]
- 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 all of the reported securities for purposes of Section 16 or for any other purposes.
- Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital Franchise Partners, L.P.
- Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital USGF Principals Fund IV LP.
- Shares held by The Crankstart Foundation. Mr. Moritz may be deemed to beneficially own the shares held by The Crankstart Foundation. 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 purpose.
- The Series A Stock is convertible into the issuer's Class A Common Stock on the basis of 1,000 shares of Class A Common Stock for each share of Series A Stock, and may be converted only in connection with transfers to unaffiliated third parties. The Series A Stock has no expiration date.
- Represents the receipt of shares of the issuer's Series A Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital USGF Principals Fund IV LP.

Remarks:

/s/ Melinda Dunn as attorney-in-fact 12/01/2014

** 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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