

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TCV Member Fund, L.P.</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. Date of Event Requiring Statement (Month/Day/Year) <u>07/27/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [ GDOT ]</u>	
		4. 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>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>97</u>	<u>I</u>	<u>TCV Member Fund, L.P.<sup>(1)(2)</sup></u>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Class B Common Stock<sup>(3)</sup></u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>11,195</u>	<u>0</u>	<u>I</u>

1. Name and Address of Reporting Person\*  
TCV Member Fund, 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\*  
Marshall Christopher 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\*  
McAdam Timothy P  
 (Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
 (Street)  
PALO ALTO CA 94301  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Rosenberg John C.</a>		
(Last)	(First)	(Middle)
<a href="#">C/O TECHNOLOGY CROSSOVER VENTURES</a>		
<a href="#">528 RAMONA STREET</a>		
(Street)		
<a href="#">PALO ALTO</a>	<a href="#">CA</a>	<a href="#">94301</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 3 is filed by more than one Reporting Person and is a joint filing with the Form 3 filed by TCV VII, L.P., TCV VII (A), L.P., Technology Crossover Management VII, Ltd. ("Management VII") and Technology Crossover Management VII, L.P. and Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., William J.G. Griffith IV and Robert W. Trudeau (and, together with Christopher P. Marshall, Timothy P. McAdam and John C. Rosenberg, the "Class A Directors") on August 6, 2010.

2. These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The Class A Directors are Class A Directors of Management VII, which is a general partner of TCV MF, and limited partners of TCV MF. The Class A Directors and Management VII may be deemed to beneficially own the securities held by TCV MF, but the Class A Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

3. 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.

**Remarks:**

[Frederic D. Fenton Authorized  
signatory for TCV Member  
Fund, L.P.](#) [08/06/2010](#)

[Frederic D. Fenton Authorized  
signatory for Christopher P.  
Marshall](#) [08/06/2010](#)

[Frederic D. Fenton Authorized  
signatory for Timothy P.  
McAdam](#) [08/06/2010](#)

[Frederic D. Fenton Authorized  
signatory for John C. Rosenberg](#) [08/06/2010](#)

\*\* 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 5 (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.

CONFIRMING STATEMENT

This statement confirms that 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, John C. Rosenberg, Technology Crossover Management VII, L.P., Technology Crossover Management VII, LTD., TCV VII, L.P., TCV VII (A), L.P. and TCV Member Fund, L.P. ("Filers"), have authorized and designated Robert C. Bensky, Carla S. Newell, Patrick D. Reilly and Frederic D. Fenton to execute and file on the Filers' behalf all Forms 3, 4 and 5 (including any amendments thereto) that the Filers may be required to file with the U.S. Securities and Exchange Commission as a result of the Filers' ownership of or transactions in securities of Green Dot Corporation. The authority of Robert C. Bensky, Carla S. Newell, Patrick D. Reilly and Frederic D. Fenton under this statement shall continue until the Filers are no longer required to file Forms 3, 4 and 5 with regard to their ownership of or transactions in securities of Green Dot Corporation, unless revoked in writing. The Filers acknowledge that Robert C. Bensky, Carla S. Newell, Patrick D. Reilly and Frederic D. Fenton are not assuming any of the Filers' responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: August 6, 2010

s/ Jay C. Hoag

Jay C. Hoag

s/ Richard H. Kimball

Richard H. Kimball

s/ John L. Drew

John L. Drew

s/ Jon Q. Reynolds, Jr.

Jon Q. Reynolds, Jr.

s/ William J. G. Griffith IV

William J.G. Griffith IV

s/ Robert W. Trudeau

Robert W. Trudeau

s/ Christopher P. Marshall

Christopher P. Marshall

s/ Timothy P. McAdam  
Timothy P. McAdam

s/ John C. Rosenberg  
John C. Rosenberg

s/ Technology Crossover Management VII, L.P.  
Technology Crossover Management VII, L.P.

s/ Technology Crossover Management VII, LTD.  
Technology Crossover Management VII, LTD.

s/ TCV VII, L.P.  
TCV VII, L.P.

s/ TCV VII (A), L.P.  
TCV VII (A), L.P.

s/ TCV Member Fund, L.P.  
TCV Member Fund, L.P.