

**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* <b>SC IX.I MANAGEMENT, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>GREEN DOT CORP [ GDOT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/28/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
3000 SAND HILL ROAD, BLDG 4, SUITE 250			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>MENLO PARK CA 94025</b>								
(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	02/28/2011		C		1,850,387	A	(4)	1,850,387	I	By Sequoia Capital IX, L.P. <sup>(1)</sup>
Class A Common Stock	02/28/2011		C		163,292	A	(4)	163,292	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <sup>(1)</sup>
Class A Common Stock	02/28/2011		j <sup>(5)</sup>		1,850,387	D	(5)	0	I	By Sequoia Capital IX, L.P. <sup>(1)</sup>
Class A Common Stock	02/28/2011		j <sup>(5)</sup>		163,292	D	(5)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <sup>(1)</sup>

**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	(4)	02/28/2011		C			1,850,387	(4)	(4)	Class A Common Stock	1,850,387	(4)	0	I	By Sequoia Capital IX, L.P. <sup>(1)</sup>
Class B Common Stock	(4)	02/28/2011		C			163,292	(4)	(4)	Class A Common Stock	163,292	(4)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <sup>(1)</sup>
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	7,778,099		7,778,099	I	By Sequoia Capital Franchise Fund, L.P. <sup>(2)</sup>
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	1,060,650		1,060,650	I	By Sequoia Capital Franchise Partners, L.P. <sup>(2)</sup>
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	1,195,073		1,195,073	I	By Sequoia Capital U.S. Growth Fund IV, L.P. <sup>(3)</sup>
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	51,872		51,872	I	By Sequoia Capital USGF Principals Fund IV, L.P. <sup>(3)</sup>

1. Name and Address of Reporting Person\*

[SC IX.I 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 IX](#)

(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 ENTREPRENEURS  
ANNEX FUND](#)

(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\*

[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*			
<a href="#">SCGF IV MANAGEMENT LP</a>			
(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*			
<a href="#">SEQUOIA CAPITAL US GROWTH FUND IV LP</a>			
(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*			
<a href="#">SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP</a>			
(Last)	(First)	(Middle)	
3000 SAND HILL ROAD, BLDG. 4, SUITE 250			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	

**Explanation of Responses:**

1. SC IX.I Management, LLC ("SC IX.I Management") is the sole general partner of Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. As a result, SC IX.I Management may be deemed to share voting and dispositive power with respect to the shares of common stock held by Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. SC IX.I 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.
2. 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 of common stock held by Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCFF 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. 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 of common stock 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.
4. The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.
5. Distribution to partners and includes subsequent distributions by general partners to their respective partners or members.

[/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member for SC IX.I Management, LLC](#) 02/28/2011

[/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SC IX.I Management, LLC, its general partner for Sequoia Capital IX, L.P.](#) 02/28/2011

[/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SC IX.I Management, LLC, its general partner for Sequoia Capital Entrepreneurs Annex Fund, L.P.](#) 02/28/2011

[/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member for SCFF Management, LLC](#) 02/28/2011

[/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SCFF Management, LLC, its general](#) 02/28/2011

<a href="#"><u>partner for Sequoia Capital Franchise Fund, L.P.</u></a>	
<a href="#"><u>/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SCFF Management, LLC, its general partner for Sequoia Capital Franchise Partners, L.P.</u></a>	<a href="#"><u>02/28/2011</u></a>
<a href="#"><u>/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director for SCGF GenPar, Ltd</u></a>	<a href="#"><u>02/28/2011</u></a>
<a href="#"><u>/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner for SCGF IV Management, L.P.</u></a>	<a href="#"><u>02/28/2011</u></a>
<a href="#"><u>/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner, SCGF IV Management, L.P., its general partner for Sequoia Capital U.S. Growth Fund IV, L.P.</u></a>	<a href="#"><u>02/28/2011</u></a>
<a href="#"><u>/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner, SCGF IV Management, L.P., its general partner for Sequoia Capital USGF Principals Fund IV, L.P.</u></a>	<a href="#"><u>02/28/2011</u></a>

\*\* 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.**