

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* MORITZ MICHAEL J (Last) (First) (Middle) 3000 SAND HILL ROAD, 4-250 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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								0	I	By Sequoia Capital Franchise Fund ⁽¹⁾
Class A Common Stock								0	I	By Sequoia Capital IX ⁽²⁾
Class A Common Stock								0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Class A Common Stock								0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Class A Common Stock								0	I	By Sequoia Capital Franchise Partners ⁽¹⁾
Class A Common Stock								0	I	By Sequoia Capital Entrepreneurs Annex Fund ⁽²⁾

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 C Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			6,243,285	(4)	(4)	Class B Common Stock ⁽⁵⁾	6,243,285	\$0.00	0	I	By Sequoia Capital Franchise Fund ⁽¹⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			749,194	(4)	(4)	Class B Common Stock ⁽⁵⁾	749,194	\$0.00	0	I	By Sequoia Capital Franchise Fund ⁽¹⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			775,774	(4)	(4)	Class B Common Stock ⁽⁵⁾	775,774	\$0.00	0	I	By Sequoia Capital Franchise Fund ⁽¹⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			1,558,481	(4)	(4)	Class B Common Stock ⁽⁵⁾	1,558,481	\$0.00	0	I	By Sequoia Capital IX ⁽²⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			288,247	(4)	(4)	Class B Common Stock ⁽⁵⁾	288,247	\$0.00	0	I	By Sequoia Capital IX ⁽²⁾

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 ⁽⁴⁾	\$0.00	07/27/2010		C			266,579	(4)	(4)	Class B Common Stock ⁽⁵⁾	266,579	\$0.00	0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Series B Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			45,912	(4)	(4)	Class B Common Stock ⁽⁵⁾	45,912	\$0.00	0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			38,394	(4)	(4)	Class B Common Stock ⁽⁵⁾	38,394	\$0.00	0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			4,426	(4)	(4)	Class B Common Stock ⁽⁵⁾	4,426	\$0.00	0	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Series A Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			11,571	(4)	(4)	Class B Common Stock ⁽⁵⁾	11,571	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Series B Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			1,993	(4)	(4)	Class B Common Stock ⁽⁵⁾	1,993	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			1,666	(4)	(4)	Class B Common Stock ⁽⁵⁾	1,666	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			192	(4)	(4)	Class B Common Stock ⁽⁵⁾	192	\$0.00	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Series C Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			851,357	(4)	(4)	Class B Common Stock ⁽⁵⁾	851,357	\$0.00	0	I	By Sequoia Capital Franchise Partners ⁽¹⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			102,163	(4)	(4)	Class B Common Stock ⁽⁵⁾	102,163	\$0.00	0	I	By Sequoia Capital Franchise Partners ⁽¹⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			105,787	(4)	(4)	Class B Common Stock ⁽⁵⁾	105,787	\$0.00	0	I	By Sequoia Capital Franchise Partners ⁽¹⁾
Series C-1 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			151,130	(4)	(4)	Class B Common Stock ⁽⁵⁾	151,130	\$0.00	0	I	By Sequoia Capital Entrepreneurs Annex Fund ⁽²⁾
Series C-2 Convertible Preferred Stock ⁽⁴⁾	\$0.00	07/27/2010		C			12,010	(4)	(4)	Class B Common Stock ⁽⁵⁾	12,010	\$0.00	0	I	By Sequoia Capital Entrepreneurs Annex Fund ⁽²⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		7,768,253		(5)	(5)	Class A Common Stock	7,768,253	\$0.00	7,778,099	I	By Sequoia Capital Franchise Fund ⁽¹⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		1,846,728		(5)	(5)	Class A Common Stock	1,846,728	\$0.00	1,850,387	I	By Sequoia Capital IX ⁽²⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		355,311		(5)	(5)	Class A Common Stock	355,311	\$0.00	1,195,073	I	By Sequoia Capital US Growth Fund IV, L.P. ⁽³⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		15,422		(5)	(5)	Class A Common Stock	15,422	\$0.00	51,872	I	By Sequoia Capital USGF Principals Fund IV, L.P. ⁽³⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		1,059,307		(5)	(5)	Class A Common Stock	1,059,307	\$0.00	1,060,650	I	By Sequoia Capital Franchise Partners ⁽¹⁾
Class B Common Stock ⁽⁵⁾	\$0.00	07/27/2010		C		163,140		(5)	(5)	Class A Common Stock	163,140	\$0.00	163,292	I	By Sequoia Capital Entrepreneurs Annex Fund ⁽²⁾

Explanation of Responses:

1. SCFF Management, LLC ("SCFF Management") is the sole general partner of Sequoia Capital Franchise Fund and Sequoia Capital Franchise Partners. The reporting person is a managing member of SCFF Management and disclaims beneficial ownership of these 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.

2. SC IX.I Management, LLC ("SC IX.I Management") is the sole general partner of Sequoia Capital IX and Sequoia Capital Entrepreneurs Annex Fund. The reporting person is a managing member of SC IX.I Management and disclaims beneficial ownership of these 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.

3. SCGF IV Management, L.P. ("SCGF IV Management") is the mid-tier general partner and SCGF GenPar, Ltd. ("SCGF GenPar") is the top-tier general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. The reporting person is a Class A Limited Partner of SCGF IV Management and a managing director of SCGF GenPar and disclaims beneficial ownership of these 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.

4. 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.

5. 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 Michael J. Moritz 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.

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.