
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE Securities Act of 1933

GREEN DOT CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

*(State or other jurisdiction
of incorporation or organization)*

**605 E. Huntington Drive, Suite 205
Monrovia, California 91016**

(Address of principal executive offices, including zip code)

95-4766827

*(IRS Employer
Identification No.)*

(626) 775-3400

(Registrant's telephone number, including area code)

**2010 Equity Incentive Plan
2010 Employee Stock Purchase Plan**
(Full Title of the Plans)

**John C. Ricci
General Counsel
Green Dot Corporation
605 E. Huntington Drive, Suite 205
Monrovia, California 91016**

(Name and Address of Agent For Service)

(626) 775-3400

(Telephone Number, including area code, of agent for service)

Copies to:

**William L. Hughes, Esq.
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(415) 875-2300**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.001 par value per share	2,318,820 ⁽²⁾	\$ 23.89 ⁽³⁾	\$ 55,396,610 ⁽³⁾	\$ 6,348 ⁽³⁾
Class A Common Stock, \$0.001 par value per share	772,940 ⁽⁴⁾	20.31 ⁽⁵⁾	15,698,411 ⁽⁵⁾	1,799 ⁽⁵⁾
TOTAL	3,091,760	N/A	\$ 71,095,021	\$ 8,147

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's Class A common stock.
- (2) Represents an automatic increase to the number of shares available for issuance under the 2010 Equity Incentive Plan (the "**2010 Plan**") effective January 1, 2011 and January 1, 2012. Shares available for issuance under the 2010 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "**SEC**") on July 22, 2010 (Registration No. 333-168283).
- (3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on May 9, 2012.
- (4) Represents an automatic increase to the number of shares available for issuance under the 2010 Employee Stock Purchase Plan (the "**2010 ESPP**") effective January 1, 2011 and January 1, 2012. Shares available for issuance under the 2010 ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on July 22, 2010 (Registration No. 333-168283).
- (5) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant's Class A common stock as reported on the New York Stock Exchange on May 9, 2012. In the case of the 2010 ESPP, this price per share is multiplied by 15%, which is the percentage of the price per share applicable to purchases under the 2010 ESPP.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Green Dot Corporation (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**SEC**") to register 2,318,820 additional shares of Class A common stock under the Registrant's 2010 Equity Incentive Plan and 772,940 additional shares of Class A common stock under the Registrant's 2010 Employee Stock Purchase Plan, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the SEC on July 22, 2010 (Registration No. 333-168283).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monrovia, State of California, on May 11, 2012.

Green Dot Corporation

Date: May 11, 2012

By: /s/ Steven W. Streit
Name: Steven W. Streit
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Green Dot Corporation, a Delaware corporation, do hereby constitute and appoint Steven W. Streit, John C. Ricci and John L. Keatley, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven W. Streit</u> Steven W. Streit	Chairman, President and Chief Executive Officer (Principal Executive Officer)	May 11, 2012
<u>/s/ John L. Keatley</u> John L. Keatley	Chief Financial Officer (Principal Financial Officer)	May 11, 2012
<u>/s/ Simon M. Heyrick</u> Simon M. Heyrick	Chief Accounting Officer (Principal Accounting Officer)	May 11, 2012
<u>/s/ Kenneth C. Aldrich</u> Kenneth C. Aldrich	Director	May 11, 2012
<u>/s/ Timothy R. Greenleaf</u> Timothy R. Greenleaf	Director	May 11, 2012
<u>/s/ Virginia L. Hanna</u> Virginia L. Hanna	Director	May 11, 2012

/s/ Ross E. Kendell
Ross E. Kendell

Director

May 11, 2012

Michael Moritz

Director

/s/ William H. Ott, Jr.
William H. Ott, Jr.

Director

May 11, 2012

EXHIBIT INDEX

Exhibit Number	Exhibit Title	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Date	
4.1	Tenth Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	S-1	333-165081	3.02	April 26, 2010	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-165081	3.04	June 29, 2010	
4.3	Certificate of Designations of Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock of Green Dot Corporation dated as of December 8, 2011	8-K	001-34819	3.01	December 14, 2011	
5.1	Opinion and Consent of Fenwick & West LLP.					X
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (filed as part of Exhibit 5.1)					X
24.1	Power of Attorney (filed as part of signature page)					X
99.01	Second Amended and Restated 2001 Stock Plan and forms of notice of stock option grant, stock option agreement and stock option exercise letter.	S-1	333-165081	10.02	June 2, 2010	
99.02	2010 Equity Incentive Plan and forms of notice of stock option grant, stock option award agreement, notice of restricted stock award, restricted stock agreement, notice of stock bonus award, stock bonus award agreement, notice of stock appreciation right award, stock appreciation right award agreement, notice of restricted stock unit award, restricted stock unit award agreement, notice of performance shares award and performance shares agreement.	S-1	333-165081	10.03	June 29, 2010	
99.03	2010 Employee Stock Purchase Plan.	S-1	333-165081	10.19	June 29, 2010	

[Fenwick & West LLP Letterhead]

May 11, 2012

Green Dot Corporation
605 E. Huntington Drive, Suite 205
Monrovia, California 91016

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Green Dot Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about May 11, 2012 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 3,091,760 shares of the Company's Class A Common Stock, \$0.001 par value per share (the "**Stock**"), subject to issuance by the Company (a) upon the exercise of stock options to be granted under the Company's 2010 Equity Incentive Plan (the "**2010 Plan**"), (b) pursuant to restricted stock, restricted stock units or stock bonuses under the 2010 Plan, (c) upon the vesting of stock appreciation rights to be granted by the Company under the 2010 Plan, or (d) upon the exercise of purchase rights to be granted under the Company's 2010 Employee Stock Purchase Plan (the "**2010 ESPP**"). The plans referred to in clauses (a) through (d) in the preceding sentence are collectively referred to in this letter as the "**Plans**." In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Tenth Amended and Restated Certificate of Incorporation, certified by the Delaware Secretary of State on July 27, 2010 (the "**Restated Certificate**");
- (2) the Company's Amended and Restated Bylaws, certified by the Company's Secretary on July 27, 2010 (the "**Bylaws**");
- (3) the Company's Certificate of Designations of Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock, certified by the Delaware Secretary of State on December 8, 2011;
- (4) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;
- (5) the Plans and related forms of Plan agreements;
- (6) the prospectuses prepared in connection with the Registration Statement (the "**Prospectuses**");
- (7) the following minutes of a meeting and action by written consent of the Company's Board of Directors (the "**Board**") and stockholders (the

"**Stockholders**") at which, or pursuant to which, the Restated Certificate and Bylaws were approved: (i) the minutes of a meeting of the Board held on April 23, 2010, at which resolutions were adopted by the Board adopting and approving the Restated Certificate and the Bylaws; and (ii) the Action by Written Consent of the Stockholders, dated July 16, 2010, in which resolutions were adopted by the Stockholders adopting and approving the Restated Certificate and the Bylaws;

- (8) the minutes of a meeting of the Board held on June 4, 2010, at which resolutions were adopted by the Board adopting and approving the Plans and the reservation of the Stock for sale and issuance pursuant to the Plans;
- (9) the stock records that the Company has provided to us (consisting of a certificate from the Company's transfer agent dated May 10, 2012 verifying the number of the Company's issued and outstanding shares of capital stock as of May 9, 2012 and a statement prepared by the Company as to the number of issued and outstanding options, warrants and rights to purchase shares of the Company's capital stock and any additional shares of capital stock reserved for future issuance in connection with the Company's stock option and stock purchase plans and all other plans, agreements or rights as of May 10, 2012);
- (10) a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated May 10, 2012 (the "**Certificate of Good Standing**"); and
- (11) an Opinion Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "**Opinion Certificate**").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Opinion Certificate. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America and of the Delaware General Corporation Law and reported judicial decisions relating thereto.

With respect to our opinion expressed in paragraph (1) below as to the valid existence and good standing of the Company under the laws of the State of Delaware, we have relied solely upon the Certificate of Good Standing and representations made to us by the Company.

In accordance with Section 95 of the American Law Institute's Restatement (Third) of the Law Governing Lawyers (2000), this opinion letter is to be interpreted in accordance with customary practices of lawyers rendering opinions in connection with the filing of a registration statement of the type described herein.

Based upon the foregoing, it is our opinion that:

- (1) The Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and
- (2) The 3,091,760 shares of Stock that may be issued and sold by the Company upon the (a) exercise of stock options to be granted under the 2010 Plan, (b) award by the Company of restricted stock, restricted stock units or stock bonuses under the 2010 Plan, (c) vesting of stock appreciation rights to be granted by the Company under the 2010 Plan, or (d) the exercise of purchase rights to be granted under the 2010 ESPP, when issued, sold and delivered in accordance with the applicable Plan and purchase agreements to be entered into under the applicable Plan and in the manner and for the consideration stated in the Registration Statement and the relevant Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 to be filed on or about May 11, 2012 pertaining to the 2010 Equity Incentive Plan and 2010 Employee Stock Purchase Plan of Green Dot Corporation of our reports dated February 29, 2012, with respect to the consolidated financial statements of Green Dot Corporation, and the effectiveness of internal control over financial reporting of Green Dot Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2011.

/s/ Ernst & Young, LLP
Los Angeles, California
May 10, 2012