## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 2)

# **GREEN DOT CORPORATION**

(Name of Issuer)

CLASS A COMMON STOCK (Title of Class of Securities)

> 39304D102 (CUSIP Number)

> > 12/31/14

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

 $\Box$  Rule 13d-1(c)

⊠ Rule 13d-1(d)

(Continued on following pages)

Page 1 of 12 Pages

1	Name of reporting person		
	SEQUOIA CAPITAL FRANCHISE FUND, L.P. ("SCFF")		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	94-3324307		
2		propriate box if a member of a group	
	(a) 🗆 (b)		
2			
3	SEC use only		
4	Citizenship or	r place of organization	
4	Citizensiiip oi		
	DELAWA	ARE	
		Sole voting power	
NI-	han af	0	
	umber of shares 6 S	Shared voting power	
	neficially		
	wned by	627,2461	
		Sole dispositive power	
	eporting		
	person	0	
	with 8 5	Shared dispositive power	
		627,2461	
9	Aggregate am	nount beneficially owned by each reporting person	
	627,2461		
10	10 Check box if the aggregate amount in Row (9) excludes certain shares		
14			
11	Percent of clas	ss represented by amount in Row 9	
	1.2%		
12			
	PN		

Excludes 1,333.743 shares of the Issuer's Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock"). Each share of the Issuer's Series A Preferred Stock is non-voting and is convertible into one thousand shares of the Issuer's Class A common stock only in connection with transfers to unaffiliated third parties.

		1 uge 5 01 12 1 uges
1	1 Name of reporting person	
	SEQUOIA CAPITAL FRANCHISE PARTNERS, L.P. ("SCFP") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY 94-3330616	)
2	<ul> <li>2 Check the appropriate box if a member of a group</li> <li>(a) □</li> <li>(b) □</li> </ul>	
3	3 SEC use only	
4	4 Citizenship or place of organization	
	DELAWARE	
	5 Sole voting power	
N	Number of 0	
	shares 6 Shared voting power	
	beneficially owned by 85,7231	
	each 7 Sole dispositive power	
	reporting person 0	
	with 8 Shared dispositive power	
	85,7231	
9	9 Aggregate amount beneficially owned by each reporting person	
	85,7231	
10		
11	1 Percent of class represented by amount in Row 9	
	0.2%	
12		
	PN	
	111	

<sup>1</sup> Excludes 181.719 shares of the Issuer's Series A Preferred Stock. Each share of the Issuer's Series A Preferred Stock is non-voting and is convertible into one thousand shares of the Issuer's Class A common stock only in connection with transfers to unaffiliated third parties.

CUSIP

		150	
JSIP No. 393	3041	4D102 Page 4 of	f 12 Pages
1 Name of reporting person			
	IDI	ANAGEMENT, LLC ("SCFF LLC") ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 306	
2 Check t (a) □		appropriate box if a member of a group (b) □	
3 SEC use	e on	nly	
4 Citizens	hip	p or place of organization	
DEI	LAV	WARE	
	5	5 Sole voting power	
		0	
Number of	6	5 Shared voting power	
shares beneficially owned by		712,969 shares of which 627,246 shares are directly held by SCFF and 85,723 shares are directly held by SCFP. SCFF LLC is the General Partner of each of SCFF and SCFP.1	у
each reporting person	7	7 Sole dispositive power 0	
with	8		
		712,969 shares of which 627,246 shares are directly held by SCFF and 85,723 shares are directly held by SCFP. SCFF LLC is the General Partner of each of SCFF and SCFP.1	у
9 Aggreg	ate a	amount beneficially owned by each reporting person	
712	96	591	
10 Charlet		; if the addreaded amount in Dary (0) evolution contain charge $\Box$	

10	Check box if the aggregate amount in Row (9) excludes certain shares $\Box$
11	Percent of class represented by amount in Row 9
	1.4%
12	Type of reporting person
	00

<sup>1</sup> Excludes 1,515.462 shares of the Issuer's Series A Preferred Stock. Each share of the Issuer's Series A Preferred Stock is non-voting and is convertible into one thousand shares of the Issuer's Class A common stock only in connection with transfers to unaffiliated third parties.

CU31	USIP NO. 59504D102 Page 5 01 12 Pages				
1	Name of reporting person				
	SEQUOIA CAPITAL U.S. GROWTH FUND IV, L.P. ("SCGF IV") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 98-0589567				
2	(a) 🗆	(	appropriate box if a member of a group (b) □		
3	SEC use	onl	ly		
4	Citizensl	nip	or place of organization		
	CAY	M	IAN ISLANDS		
		5	Sole voting power		
N	umber of		0		
	shares	6	Shared voting power		
	neficially wned by		0		
re	each eporting	7	Sole dispositive power		
	person with		0		
	witti	8	Shared dispositive power		
			0		
9	Aggrega	te a	amount beneficially owned by each reporting person		
	0				
10 Check box if the aggregate amount in Row (9) excludes certain shares		if the aggregate amount in Row (9) excludes certain shares $\Box$	_		
11	11 Percent of class represented by amount in Row 9				
	0.0%				
12	Type of a	repo	orting person		
	PN				

1       Name of reporting person         SEQUOIA CAPITAL USGF PRINCIPALS FUND IV, L.P. ("SCGF IV PF")         I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)         98-0619227         2       Check the appropriate box if a member of a group <ul> <li>(a)</li> <li>(b)</li> <li>(b)</li> </ul> 3       SEC use only	0001					
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)         98-0619227         2       Check the appropriate box if a member of a group <ul> <li>(a)</li> <li>(b)</li> <li>(c)</li> <li>(c)<td>1</td><td colspan="3">1 Name of reporting person</td><td></td></li></ul>	1	1 Name of reporting person				
(a) □       (b) □         3       SEC use only         4       Citizenship or place of organization         CAYMAN ISLANDS         Number of shares         6       Shared voting power         0         0         0         0         0         0         8         Shared dispositive power         0         8         9         Aggregate amount beneficially owned by each reporting person         0         10         Check box if the aggregate amount in Row (9) excludes certain shares         11         Percent of class represented by amount in Row 9         0.0%         12       Type of reporting person		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
4       Citizenship or place of organization         6       Sole voting power         9       Aggregate amount beneficially owned by each reporting person         0         10         Check box if the aggregate amount in Row (9) excludes certain shares         11         Percent of class represented by amount in Row 9         0.0%	2	(a) 🗆	(	(b) 🗆		
CAYMAN ISLANDS         Number of shares       5       Sole voting power         0       0         shares       0         beneficially owned by each reporting person with       7       Sole dispositive power         0       0         8       Shared dispositive power         0       0         8       Shared dispositive power         0       0         9       Aggregate amount beneficially owned by each reporting person         0       0         10       Check box if the aggregate amount in Row (9) excludes certain shares         11       Percent of class represented by amount in Row 9         0.0%       0.0%	3	SEC use	onl	ly		
Number of shares       5       Sole voting power         0       6       Shared voting power         beneficially       0       7         owned by       7       Sole dispositive power         each       7       Sole dispositive power         person       0       8         Shared dispositive power       0         9       Aggregate amount beneficially owned by each reporting person         0       0         10       Check box if the aggregate amount in Row (9) excludes certain shares       □         11       Percent of class represented by amount in Row 9         0.0%       12       Type of reporting person	4	Citizensl	nip	or place of organization		
Number of shares     0       6     Shared voting power       each reporting person with     0       7     Sole dispositive power       0     0       8     Shared dispositive power       0     0       9     Aggregate aurount beneficially owned by each reporting person 0       10     Check box if the aggregate amount in Row (9) excludes certain shares       11     Percent of class represented by amount in Row 9       0.0%		CAY	M	AN ISLANDS		
Aumber of shares       6       Shared voting power         beneficially       0       0         each       7       Sole dispositive power         reporting       0       0         with       8       Shared dispositive power         0       0       0         9       Aggregate amount beneficially owned by each reporting person       0         0       0       0         10       Check box if the aggregate amount in Row (9) excludes certain shares       □         11       Percent of class represented by amount in Row 9       0.0%         12       Type of reporting person       10	Į		5	Sole voting power		
shares     6     Shared voting power       beneficially     0       owned by     7       schared voting power     0       reporting     0       person     0       with     8       Shared dispositive power       0       9     Aggregate amount beneficially owned by each reporting person       0       10       Check box if the aggregate amount in Row (9) excludes certain shares       11       Percent of class represented by amount in Row 9       0.0%	Nı	umber of				
owned by       0         each       7       Sole dispositive power         reporting       0         person       0         8       Shared dispositive power         0       0         9       Aggregate amount beneficially owned by each reporting person         0       0         10       Check box if the aggregate amount in Row (9) excludes certain shares         11       Percent of class represented by amount in Row 9         0.0%         12       Type of reporting person		shares	6	Shared voting power		
reporting person with     0       8     Shared dispositive power       0     0         9     Aggregate amount beneficially owned by each reporting person       0     0         10     Check box if the aggregate amount in Row (9) excludes certain shares       11     Percent of class represented by amount in Row 9       0.0%		wned by				
person with     0       8     Shared dispositive power       0     0       9     Aggregate amount beneficially owned by each reporting person       0     0       10     Check box if the aggregate amount in Row (9) excludes certain shares       11     Percent of class represented by amount in Row 9       0.0%       12     Type of reporting person	re		7	Sole dispositive power		
8 Shared dispositive power   0   9   Aggregate amount beneficially owned by each reporting person   0   0   10   Check box if the aggregate amount in Row (9) excludes certain shares   11   Percent of class represented by amount in Row 9   0.0%   12   Type of reporting person		person				
9       Aggregate amount beneficially owned by each reporting person         0       0         10       Check box if the aggregate amount in Row (9) excludes certain shares         11       Percent of class represented by amount in Row 9         0.0%         12       Type of reporting person		wiui	8	Shared dispositive power		
0         10       Check box if the aggregate amount in Row (9) excludes certain shares         11       Percent of class represented by amount in Row 9         0.0%         12       Type of reporting person						
10       Check box if the aggregate amount in Row (9) excludes certain shares         11       Percent of class represented by amount in Row 9         0.0%         12       Type of reporting person	9	Aggrega	te a	mount beneficially owned by each reporting person		
11     Percent of class represented by amount in Row 9       0.0%       12     Type of reporting person		0				
0.0%       12       Type of reporting person	10 Check box if the aggregate amount in Row (9) excludes certain shares		if the aggregate amount in Row (9) excludes certain shares			
12 Type of reporting person	11 Percent of class represented by amount in Row 9		lass represented by amount in Row 9			
		0.0%				
	12	2 Type of reporting person				
PN		PN				

2051	USIP No. 39304D102 Page 7 of 12 Pages				
1	Name of reporting person				
	SCGF IV MANAGEMENT, L.P. ("SCGF IV MGMT") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 98-0589559				
2	(a) 🗆	e appropriate box if a member of a group (b) □			
3	SEC use of	only			
4	Citizensh	hip or place of organization			
	CAYI	MAN ISLANDS			
ł		5 Sole voting power			
N	umber of	0			
	shares	6 Shared voting power			
	neficially wned by	0			
	each eporting	7 Sole dispositive power			
	person	0			
	with	8 Shared dispositive power			
		0			
9	Aggregate	te amount beneficially owned by each reporting person			
	0				
10		ox if the aggregate amount in Row (9) excludes certain shares $\Box$			
11	1 Percent of class represented by amount in Row 9				
12	0.0% Type of re	person			
	PN				

0001					
1	Name of reporting person				
	SCGF GENPAR, LTD. ("SCGF GP") I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 98-0603717				
2	(a) 🗆	(	appropriate box if a member of a group (b) □		
3	SEC use	onl	nly		
4	Citizensl	nip	p or place of organization		
	CAY	M	MAN ISLANDS		
		5			
N	umber of		0		
	shares	6	6 Shared voting power		
	neficially wned by		0		
	each porting	7	7 Sole dispositive power		
	person with		0		
	witti	8	8 Shared dispositive power		
			0		
9	Aggrega	te a	amount beneficially owned by each reporting person		
	0				
10	10 Check box if the aggregate amount in Row (9) excludes certain shares				
11	Percent of class represented by amount in Row 9				
	0.0%				
12	Type of 1	epc	porting person		
	00				

ITEM 1.

- (a) Name of Issuer: Green Dot Corporation
- (b) Address of Issuer's Principal Executive Offices:

3465 East Foothill Blvd. Pasadena, CA 91107

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital Franchise Fund, L.P. Sequoia Capital Franchise Partners, L.P. SCFF Management, LLC Sequoia Capital U.S. Growth Fund IV, L.P. Sequoia Capital USGF Principals Fund IV, L.P. SCGF IV Management, L.P. SCGF GenPar, Ltd.

SCFF LLC is the General Partner of each of SCFF and SCFP. SCGF IV MGMT is the General Partner of each of SCGF IV and SCGF IV PF. SCGF GP is the General Partner of SCGF IV MGMT.

(b) Address of Principal Business Office or, if none, Residence:

3000 Sand Hill Road, 4-250 Menlo Park, CA 94025

Citizenship:

SCFF LLC, SCFF, SCFP: Delaware SCGF IV MGMT, SCGF IV, SCGF IV PF, SCGF GP: Cayman Islands

- (c) Title of Class of Securities: Class A common stock
- (d) CUSIP Number: 39304D102
- ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a: NOT APPLICABLE
- ITEM 4. Ownership

#### SEE ROWS 5 THROUGH 11 OF COVER PAGES

13 G				
CUSIP No. 39304D102 Pag				
ITEM 5.	OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS			
	f this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more ve percent of the class of securities, check the following. 🛛			
ITEM 6.	OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON			
	NOT APPLICABLE			
ITEM 7.	IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON NOT APPLICABLE			
ITEM 8.	IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP			
	NOT APPLICABLE			
ITEM 9.	NOTICE OF DISSOLUTION OF GROUP NOT APPLICABLE			
ITEM 10.	CERTIFICATION			

NOT APPLICABLE

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#### 13 G

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2015

Sequoia Capital Franchise Fund Sequoia Capital Franchise Partners

> By: SCFF Management, LLC General Partner of Each

By: /s/ Douglas Leone Douglas Leone, Managing Member

SCFF Management, LLC

By: /s/ Douglas Leone Douglas Leone, Managing Member

Sequoia Capital U.S. Growth Fund IV, L.P. Sequoia Capital USGF Principals Fund IV, L.P.

By: SCGF IV Management, L.P. General Partner of Each

By: SCGF GenPar, Ltd Its General Partner

By: /s/ Douglas Leone Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SCGF GenPar, Ltd Its General Partner

By: /s/ Douglas Leone Douglas Leone, Managing Director

SCGF GenPar, Ltd

By: <u>/s/ Douglas Leone</u> Douglas Leone, Managing Director

#### <u>EXHIBIT 1</u>

#### AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the Class A common stock of Green Dot Corporation, and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 10, 2015

Sequoia Capital Franchise Fund Sequoia Capital Franchise Partners

> By: SCFF Management, LLC General Partner of Each

By: /s/ Douglas Leone Douglas Leone, Managing Member

SCFF Management, LLC

By: /s/ Douglas Leone Douglas Leone, Managing Member

Sequoia Capital U.S. Growth Fund IV, L.P. Sequoia Capital USGF Principals Fund IV, L.P.

By: SCGF IV Management, L.P. General Partner of Each

By: SCGF GenPar, Ltd Its General Partner

By: /s/ Douglas Leone Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SCGF GenPar, Ltd Its General Partner

By: /s/ Douglas Leone Douglas Leone, Managing Director

SCGF GenPar, Ltd

By: /s/ Douglas Leone Douglas Leone, Managing Director