

MORITZ MICHAEL J
Form 4
March 02, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORITZ MICHAEL J

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG 4,
SUITE 250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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	02/28/2011		J ⁽⁴⁾		18,313 ⁽⁵⁾	A	⁽⁴⁾ 18,313	D	
Class A Common Stock	02/28/2011		C		1,850,387	A	⁽³⁾ 1,850,387	I	By Sequoia Capital IX, L.P. ⁽¹⁾ ⁽²⁾
Class A Common Stock	02/28/2011		C		163,292	A	⁽³⁾ 163,292	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽¹⁾ ⁽²⁾

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Class A Common Stock	02/28/2011	J ⁽⁴⁾	1,850,387	D	(4)	0	I	By Sequoia Capital IX, L.P. <u>(1)</u> <u>(2)</u>
Class A Common Stock	02/28/2011	J ⁽⁴⁾	163,292	D	(4)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(3)</u>	02/28/2011		C	1,850,387	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,850,387
Class B Common Stock	<u>(3)</u>	02/28/2011		C	163,292	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	163,292
Class B Common Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Common Stock	7,778,090
Class B Common Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,060,650
Class B Common Stock	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,195,070

Class B Common Stock	(3)	(3)	(3)	Class A Common Stock	51,872
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORITZ MICHAEL J 3000 SAND HILL ROAD, BLDG 4, SUITE 250 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Melinda Dunn, as
attorney-in-fact

02/28/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Michael J. Moritz is a managing member of each of SC IX.I Management, LLC ("SC IX.I Management") and SCFF Management, LLC ("SCFF Management") and is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). SC IX.I Management is the sole general partner of Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. SCFF Management is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCGF GenPar is the sole general partner of SCGF IV Management, L.P. (Continued in foot note 2)

(2) ("SGF 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. By virtue of these relationships, Mr. Moritz may be deemed to share voting and dispositive power with respect to the shares of common stock held by Sequoia Capital IX, L.P., Sequoia Capital Entrepreneurs Annex Fund, L.P., Sequoia Capital Franchise Fund L.P., Sequoia Capital Franchise Partners L.P., Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Mr. Moritz 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) 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.

(4) Distribution to partners and includes subsequent distributions by general partners to their respective partners or members.

(5) Represents shares distributed to Mr. Moritz from SC IX.I Management.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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