

Shifke Mark L
Form SC 13G
February 10, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. ____)***

Green Dot Corporation
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
39304D 102
(CUSIP Number)
December 31, 2010
(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)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 39304D 102

13G

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Mark L. Shifke

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5.

NUMBER OF 216,748 (1)

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 892,727 (2)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 216,748 (1)

SHARED DISPOSITIVE POWER

8.

WITH 892,727 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

1,109,475 (1) (2)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9% (3)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Represents 216,748 shares of Class B Common Stock held directly by Mark L. Shifke as his separate property. Each share of Class B Common Stock is convertible into one share of Class A Common Stock. The rights of the holders of Class A Common Stock and Class B Common Stock are virtually identical, except with respect to conversion rights as described above and voting rights. Each share of Class B Common Stock is entitled to ten votes per share, whereas each share of Class A Common Stock is entitled to one vote per share.

(2) Represents 369,115 shares of Class B Common Stock held by Mark L. Shifke and Patricia W. Shifke as joint tenants, and 523,612 shares of Class B Common Stock held by children individually who are members of the household of Mark L. Shifke and Patricia W. Shifke, or held by trusts for the benefit of such children.

(3) Assumes conversion of all the shares of Class B Common Stock reported in Row 9 of the cover page into shares of Class A Common Stock on a 1-for-1 basis. The percent of class is based on 14,761,743 shares of Class A Common Stock outstanding as of December 31, 2010.

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Patricia W. Shifke

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5.

NUMBER OF 0

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 892,727 (1)

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8.

892,727 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

892,727 (1)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

b

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Represents 369,115 shares of Class B Common Stock held by Mark L. Shifke and Patricia W. Shifke as joint tenants, and 523,612 shares of Class B Common Stock held by children individually who are members of the household of Mark L. Shifke and Patricia W. Shifke, or held by trusts for the benefit of such children. Excludes 216,748 shares of Class B Common Stock held directly by Mark L. Shifke as his separate property. Each share of Class B Common Stock is convertible into one share of Class A Common Stock. The rights of the holders of Class A Common Stock and Class B Common Stock are virtually identical, except with respect to conversion rights as described above and voting rights. Each share of Class B Common Stock is entitled to ten votes per share, whereas each share of Class A Common Stock is entitled to one vote per share.

(2) Assumes conversion of all the shares of Class B Common Stock reported in Row 9 of the cover page into shares of Class A Common Stock on a 1-for-1 basis. The percent of class is based on 14,761,743 shares of Class A Common Stock outstanding as of December 31, 2010.

Item 1(a). Name of Issuer:

Green Dot Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

605 East Huntington Drive, Suite 205, Monrovia, California 91016

Item 2(a). Name of Person(s) Filing:

Mark L. Shifke and Patricia W. Shifke, who are husband and wife

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Wiener Associates, 333 Texas Street, Suite 2290, Shreveport, Louisiana 71101

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Class A Common Stock.

Item 2(e). CUSIP Number:

39304D 102

Item 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d 1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d 1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J), please specify the type of institution: ____.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the holder and will convert automatically upon certain transfers or the date that the total number of shares of Class B Common Stock outstanding represents less than 10% of the total number of shares of Class A and Class B Common Stock outstanding. The rights of the holders of Class A Common Stock and Class B Common Stock are virtually identical, except with respect to conversion rights as described above and voting rights. Each share of Class B Common Stock is entitled to ten votes per share, whereas each share of Class A Common Stock is entitled to one vote per share.

All shares of Class B Common Stock reported in Row 9 of the cover page were deemed to be converted for the purposes of (i) determining the aggregate amount of shares of Class A Common Stock deemed beneficially owned by the reporting person and (ii) calculating the percentage of the Class A Common Stock represented by the aggregate amount determined in clause (i) above.

Each of the reporting persons disclaims beneficial ownership of the securities held by their major children individually and by trusts for the benefit of such children.

(a) Amount beneficially owned:

See Row 9 of the cover page for each reporting person.

(b) Percent of class:

See Row 11 of the cover page for each reporting person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of the cover page for each reporting person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of the cover page for each reporting person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of the cover page for each reporting person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of the cover page for each reporting person.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

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. Certifications.

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of the reporting person's knowledge and belief, the reporting person certifies that the information set forth in this statement is true, complete and correct.

February 7, 2011
(Date)

/s/ MARK L. SHIFKE
MARK L. SHIFKE

February 7, 2011
(Date)

/s/ PATRICIA W. SHIFKE
PATRICIA W. SHIFKE

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Joint Filing Agreement

Pursuant to Rule 13d-1(k) (1) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of each of them.

February 7, 2011
(Date)

/s/ MARK L. SHIFKE
MARK L. SHIFKE

February 7, 2011
(Date)

/s/ PATRICIA W. SHIFKE
PATRICIA W. SHIFKE