

GREEN DOT CORP

Form 4/A

January 25, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCFF MANAGEMENT LLC

(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)
12/08/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/12/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	12/08/2011		C		2,488,099	A	\$ 0 2,488,099

By
Sequoia
Capital
Franchise
Fund, L.P
(1)

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

**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 control
number.**

SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCFF MANAGEMENT LLC 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	
SEQUOIA CAPITAL FRANCHISE FUND LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	
SEQUOIA CAPITAL FRANCHISE PARTNERS LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	
SCGF GENPAR LTD 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	
SCGF IV MANAGEMENT LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	
SEQUOIA CAPITAL US GROWTH FUND IV LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025			X	

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP
3000 SAND HILL ROAD
BLDG 4, SUITE 250
MENLO PARK, CA 94025

X

Signatures

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, the managing member of SCFF Management, LLC

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCFF Management, LLC, which is the general partner of Sequoia Capital Franchise Fund, L.P.

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCFF Management, LLC, which is the general partner of Sequoia Capital Franchise Partners, L.P.

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd.

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P.

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IV, L.P.

01/25/2012

__Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital USGF Principals Fund IV, L.P.

01/25/2012

__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) This amendment is filed solely to remove the checkmark from the box stating that the reporting persons are no longer subject to Section 16. The information included in Table I is taken from the first line of the information previously reported in the Form 4 filed on December 12, 2011, which information remains unchanged, and is included in this amendment solely to gain access to the SEC's EDGAR filing system, which requires that a Form 4 filing include at least one transaction in Table I or Table II. Other than the removal of the checkmark from the box indicating whether the reporting persons are no longer subject to Section 16, there are no changes to the information previously reported on the Form 4 filed on December 12, 2011.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.