

MORITZ MICHAEL J  
Form 4  
December 12, 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, 4-250  
(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)

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)
Class A Common Stock					18,313	D	
Class A Common Stock	12/08/2011		C	2,488,099 A	\$ 0 2,488,099	I	By Sequoia Capital Franchise Fund, L.P. (1) (2)
Class A Common Stock	12/08/2011		C	382,073 A	\$ 0 382,073	I	By Sequoia Capital US

Class A Common Stock	12/08/2011	C	16,872	A	\$ 0	16,872	I	Growth Fund IV, L.P. <u>(1)</u> <u>(2)</u>  By Sequoia Capital USGF Principals Fund IV, L.P. <u>(1)</u> <u>(2)</u>  By Sequoia Capital Franchise Partners, L.P. <u>(1)</u> <u>(2)</u>
Class A Common Stock	12/08/2011	C	339,650	A	\$ 0	339,650	I	

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock	<u>(3)</u>	12/08/2011		J <sup>(4)</sup>	5,290,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,
Series A Convertible Junior Participating Preferred Stock	<u>(5)</u>	12/08/2011		J <sup>(4)</sup>	5,290	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,
Class B Common	<u>(3)</u>	12/08/2011		C	2,488,099	<u>(3)</u>	<u>(3)</u>	Class A Common	2,

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Stock

Stock

Class B  
Common  
Stock

(3)

12/08/2011

J(4)

813,000

(3)

(3)

Class A  
Common  
Stock

8

Series A  
Convertible  
Junior  
Participating  
Preferred  
Stock

(5)

12/08/2011

J(4)

813

(5)

(5)

Class A  
Common  
Stock

8

Class B  
Common  
Stock

(3)

12/08/2011

C

382,073

(3)

(3)

Class A  
Common  
Stock

3

Class B  
Common  
Stock

(3)

12/08/2011

J(4)

35,000

(3)

(3)

Class A  
Common  
Stock

3

Series A  
Convertible  
Junior  
Participating  
Preferred  
Stock

(5)

12/08/2011

J(4)

35

(5)

(5)

Class A  
Common  
Stock

3

Class B  
Common  
Stock

(3)

12/08/2011

C

16,872

(3)

(3)

Class A  
Common  
Stock

1

(3)

12/08/2011

J(4)

721,000

(3)

(3)

7



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which these reporting persons agreed to exchange 5,290,000, 813,000, 35,000 and 721,000 shares of Class B Common Stock, respectively, for shares of the issuer's Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") on the basis of 1,000 shares of Class B Common Stock for each share of Series A Preferred Stock. With respect to the reporting person, the exchange of the Class B Common Stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

(5) The Series A Preferred Stock is convertible into Class A Common Stock on the basis of 1,000 shares of Class A Common Stock for each share of Series A Preferred Stock, and may be converted only in connection with transfers to unaffiliated third parties of the reporting persons. The Series A Preferred Stock has no expiration date.

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