

GREEN DOT CORP  
Form 4  
December 12, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, BLDG 4,  
SUITE 250

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2011

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

(Street)  
MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ X Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	I	By Sequoia Capital Franchise Fund, L.P. (1)
Class A Common Stock	12/08/2011		C		382,073	A	\$ 0 382,073	I	By Sequoia Capital US Growth Fund IV, L.P. (2)

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

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.**

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

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Class B Common Stock	<u>(3)</u>	12/08/2011	<u>J(4)</u>	813,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	8
Series A Convertible Junior Participating Preferred Stock	<u>(5)</u>	12/08/2011	<u>J(4)</u>	813	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	8
Class B Common Stock	<u>(3)</u>	12/08/2011	C	382,073	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	3
Class B Common Stock	<u>(3)</u>	12/08/2011	<u>J(4)</u>	35,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	3
Series A Convertible Junior Participating Preferred Stock	<u>(5)</u>	12/08/2011	<u>J(4)</u>	35	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	3
Class B Common Stock	<u>(3)</u>	12/08/2011	C	16,872	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	3
Class B Common Stock	<u>(3)</u>	12/08/2011	<u>J(4)</u>	721,000	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	7

Series A Convertible Junior Participating Preferred Stock	(5)	12/08/2011	J(4)	721	(5)	(5)	Class A Common Stock	7
Class B Common Stock	(3)	12/08/2011	C	339,650	(3)	(3)	Class A Common Stock	3

## 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		X		

MENLO PARK, CA 94025

## Signatures

/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, the managing member of SCFF Management, LLC	12/12/2011
__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.	12/12/2011
__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.	12/12/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd.	12/12/2011
__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.	12/12/2011
__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.	12/12/2011
__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.	12/12/2011
__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).

SCFF Management, LLC ("SCFF Management") is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. As a result, SCFF Management may be deemed to share voting and dispositive power with respect to the shares

(1) held by Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCFF Management disclaims beneficial ownership of these 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.

SCGF GenPar, Ltd. ("SCGF GenPar") is the sole general partner of SCGF IV Management, L.P. ("SCGF 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. As a result SCGF GenPar and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia

(2) Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of SCGF GenPar and SCGF IV Management 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 1-for-1 basis, and has no expiration date.

(4) On December 8, 2011, the issuer entered into a share exchange agreement with Sequoia Capital Franchise Fund, L.P., Sequoia Capital U.S. Growth Fund IV, L.P., Sequoia Capital USGF Principals Fund IV L.P. and Sequoia Capital Franchise Partners, L.P. pursuant to 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

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Preferred Stock") on the basis of 1,000 shares of Class B Common Stock for each share of Series A Preferred Stock.

(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.

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.