

GREEN DOT CORP
Form 4
March 02, 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 *
SC IX.I 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)

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

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

3000 SAND HILL ROAD, BLDG 4, SUITE 250

(Street)

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

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

MENLO PARK, CA 94025

(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	02/28/2011		C		1,850,387	A	(4) 1,850,387	I	By Sequoia Capital IX, L.P. (1)
Class A Common Stock	02/28/2011		C		163,292	A	(4) 163,292	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. (1)
Class A Common Stock	02/28/2011		J(5)		1,850,387	D	(5) 0	I	By Sequoia Capital IX, L.P. (1)

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Class A Common Stock	02/28/2011	J ⁽⁵⁾	163,292	D	(5)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽¹⁾
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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(4)	02/28/2011		C	1,850,387	(4) (4)	Class A Common Stock 1,850,387
Class B Common Stock	(4)	02/28/2011		C	163,292	(4) (4)	Class A Common Stock 163,292
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 7,778,09
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 1,060,65
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 1,195,07
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 51,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC IX.I MANAGEMENT, LLC 3000 SAND HILL ROAD, BLDG 4, SUITE 250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL IX 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL ENTREPRENEURS ANNEX FUND 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 MENLO PARK, CA 94025		X		
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, Douglas Leone, its managing member for SC IX.I Management, LLC

02/28/2011

**Signature of Reporting Person

Date

/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SC IX.I Management, LLC, its general partner for Sequoia Capital IX, L.P.

02/28/2011

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__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SC IX.I Management, LLC, its general partner for Sequoia Capital Entrepreneurs Annex Fund, L.P.	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member for SCFF Management, LLC	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SCFF Management, LLC, its general partner for Sequoia Capital Franchise Fund, L.P.	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing member, SCFF Management, LLC, its general partner for Sequoia Capital Franchise Partners, L.P.	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director for SCGF GenPar, Ltd	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner for SCGF IV Management, L.P.	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner, SCGF IV Management, L.P., its general partner for Sequoia Capital U.S. Growth Fund IV, L.P.	02/28/2011
__Signature of Reporting Person	Date
/s/ Melinda Dunn, as attorney-in-fact, Douglas Leone, its managing director, SCGF GenPar, Ltd, its general partner, SCGF IV Management, L.P., its general partner for Sequoia Capital USGF Principals Fund IV, L.P.	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) SC IX.I Management, LLC ("SC IX.I Management") is the sole general partner of Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. As a result, SC IX.I Management may be deemed to share voting and dispositive power with respect to the shares of common stock held by Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. SC IX.I 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.
 - (2) 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 of common stock held by Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCFF 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) SCGF GenPar, Ltd. ("SCGF GenPar") is the sole general partner of SCGF IV Management, L.P. ("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. As a result, SCGF GenPar and SCGF IV Management may be deemed to share voting and dispositive power with respect to the shares of common stock held by Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Each of SCGF GenPar and SCGF

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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.

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

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.