

Rosenberg John C.
Form 3
August 06, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>TCV Member Fund, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET</p> <p>(Street)</p> <p>PALO ALTO, CA 94301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/27/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GREEN DOT CORP [GDOT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>May be part of a 13(d) group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 97 | I | TCV Member Fund, L.P. (1) (2) |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|--|------------------|----------------------|----------------------------|------------------------------|---|
| Class B Common Stock ⁽³⁾ Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 11,195 | \$ 0 | I |
| | | | | | TCV Member Fund, L.P. ⁽¹⁾ ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Â | Â X | Â | May be part of a 13(d) group |
| Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Â | Â X | Â | May be part of a 13(d) group |
| McAdam Timothy P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Â | Â X | Â | May be part of a 13(d) group |
| Rosenberg John C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Â | Â X | Â | May be part of a 13(d) group |

Signatures

| | |
|---|------------|
| Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P. | 08/06/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Christopher P. Marshall | 08/06/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Timothy P. McAdam | 08/06/2010 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John C. Rosenberg | 08/06/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This Form 3 is filed by more than one Reporting Person and is a joint filing with the Form 3 filed by TCV VII, L.P., TCV VII (A), L.P., Technology Crossover Management VII, Ltd. ("Management VII") and Technology Crossover Management VII, L.P. and Jay C. Hoag,

(1) Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., William J.G. Griffith IV and Robert W. Trudeau (and, together with Christopher P. Marshall, Timothy P. McAdam and John C. Rosenberg, the "Class A Directors") on August 6, 2010.

These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The Class A Directors are Class A Directors of Management VII, which is a general partner of TCV MF, and limited partners of TCV MF. The Class A Directors and Management VII may be

(2) deemed to beneficially own the securities held by TCV MF, but the Class A Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(3) The Class B Common Stock is convertible at the holder's option into Class A Common Stock on a 1-for-1 basis and 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.