

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

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, 4-250

(Street)

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

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

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
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| 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 ⁽⁴⁾ | 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 ⁽⁴⁾ | 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

Class B
Common
Stock

Class A
Common
Stock

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 |
| MORITZ MICHAEL J 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Melinda Dunn, as
attorney-in-fact

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).

Michael Moritz is a managing member of SCFF Management, LLC ("SCFF Management") and is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). SCFF Management is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCGF GenPar is the sole general partner of SCGF IV Management, L.P., which is the sole general partner of

- (1) Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. By virtue of these relationships, Mr. Moritz may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital Franchise Fund L.P., Sequoia Capital Franchise Partners L.P., Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. [continued in footnote 2]

- (2) Mr. Moritz disclaims beneficial ownership of such securities except to the extent of his 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

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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.

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 (5) 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.