

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2014					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/27/2014		J ⁽¹⁾		616,773	D	\$0.00	1,871,326	I	By Sequoia Capital Franchise Fund, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	02/27/2014		J ⁽⁴⁾		111,628	A	\$0.00	129,941	D	
Class A Common Stock	02/27/2014		J ⁽¹⁾		84,156	D	\$0.00	255,494	I	By Sequoia Capital Franchise Partners, L.P. ⁽²⁾⁽³⁾
Class A Common Stock	02/27/2014		J ⁽⁵⁾		23,336	A	\$0.00	153,277	D	
Class A Common Stock								382,073	I	By Sequoia Capital US Growth Fund IV LP ⁽²⁾⁽³⁾
Class A Common Stock								16,872	I	By Sequoia Capital USGF Principals Fund IV LP ⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Series A Convertible Junior Participating Preferred Stock	(6)	02/27/2014		J ⁽¹⁾			1,311,287	(6)	(6)	Class A Common Stock	\$0.00	3,978.713	I	By Sequoia Capital Franchise Fund, L.P. ⁽²⁾⁽³⁾
Series A Convertible Junior Participating Preferred Stock	(6)	02/27/2014		J ⁽¹⁾			178,727	(6)	(6)	Class A Common Stock	\$0.00	542.273	I	By Sequoia Capital Franchise Partners, L.P. ⁽²⁾⁽³⁾

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Junior Participating Preferred Stock	(6)							(6)	(6)	Class A Common Stock	813,000		813	I	By Sequoia Capital US Growth Fund IV LP ⁽²⁾⁽³⁾
Series A Convertible Junior Participating Preferred Stock	(6)							(6)	(6)	Class A Common Stock	35,000		35	I	By Sequoia Capital USGF Principals Fund IV LP ⁽²⁾⁽³⁾

Explanation of Responses:

1. Represents a pro rata in-kind distribution of the issuer's Class A Common Stock and Series A Convertible Junior Participating Preferred Stock (the "Series A Stock") to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.
2. 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 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 3]
3. 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 all of the reported securities for purposes of Section 16 or for any other purposes.
4. Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital Franchise Fund, L.P.
5. Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital Franchise Partners, L.P.
6. The Series A Stock is convertible into the issuer's Class A Common Stock on the basis of 1,000 shares of Class A Common Stock for each share of Series A Stock, and may be converted only in connection with transfers to unaffiliated third parties. The Series A Stock has no expiration date.

Remarks:

/s/ Melinda Dunn as attorney-in-fact 03/03/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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