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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Green Dot Corporation
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share
(Title of Class of Securities)

39304D 102
(CUSIP Number)

Copies to:

**Frederic D. Fenton
c/o Technology Crossover Ventures
528 Ramona Street
Palo Alto, California 94301
(650) 614-8200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 12, 2011
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS TCV VII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 1,102,888 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,102,888 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,102,888 SHARES OF COMMON STOCK	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.23%	
14	TYPE OF REPORTING PERSON PN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS TCV VII (A), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 572,757 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 572,757 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 572,757 SHARES OF COMMON STOCK	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.24%	
14	TYPE OF REPORTING PERSON PN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS TCV MEMBER FUND, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 9,996 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 9,996 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,996 SHARES OF COMMON STOCK	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.04%	
14	TYPE OF REPORTING PERSON PN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 1,675,645 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,675,645 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,675,645 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.30%	
14	TYPE OF REPORTING PERSON PN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 1,685,641 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON OO	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS JAY C. HOAG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS RICHARD H. KIMBALL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS JOHN L. DREW	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS JON Q. REYNOLDS, JR.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

Please see Item 5.

1	NAMES OF REPORTING PERSONS WILLIAM J.G. GRIFFITH IV	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATED CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS ROBERT W. TRUDEAU	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATED CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS CHRISTOPHER P. MARSHALL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS TIMOTHY P. McADAM	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS JOHN C. ROSENBERG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

1	NAMES OF REPORTING PERSONS DAVID L. YUAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER 1,685,641 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,685,641 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,685,641 SHARES OF COMMON STOCK (A)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.33%	
14	TYPE OF REPORTING PERSON IN	

(A) Please see Item 5.

Item 1. Security and Issuer

This statement relates to shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), of Green Dot Corporation, a Delaware corporation ("GDOT" or the "Company"). The Company's principal executive offices are located at 605 East Huntington Drive, Suite 205, Monrovia, California 91016.

Item 2. Identity and Background

(a)-(c), (f). This statement is being filed by (1) TCV VII, L.P., a Cayman Islands exempted limited partnership ("TCV VII"), (2) TCV VII (A), L.P., a Cayman Islands exempted limited partnership ("TCV VII(A)"), (3) TCV Member Fund, L.P., a Cayman Islands exempted limited partnership ("Member Fund" and, together with TCV VII and TCV VII(A), the "TCV Funds"), (4) Technology Crossover Management VII, L.P., a Cayman Islands exempted limited partnership ("TCM VII"), (5) Technology Crossover Management VII, Ltd., a Cayman Islands exempted company ("Management VII"), (6) Jay C. Hoag ("Mr. Hoag"), (7) Richard H. Kimball ("Mr. Kimball"), (8) John L. Drew ("Mr. Drew"), (9) Jon Q. Reynolds, Jr. ("Mr. Reynolds"), (10) William J.G. Griffith IV ("Mr. Griffith"), (11) Robert W. Trudeau ("Mr. Trudeau"), (12) Christopher P. Marshall ("Mr. Marshall"), (13) Timothy P. McAdam ("Mr. McAdam"), (14) John C. Rosenberg ("Mr. Rosenberg") and (15) David L. Yuan ("Mr. Yuan"). TCV VII, TCV VII(A), Member Fund, TCM VII, Management VII, Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan are sometimes collectively referred to herein as the "Reporting Persons." The agreement among the Reporting Persons relating to the joint filing of this statement is incorporated by reference as Exhibit 1 hereto.

TCV VII, TCV VII(A), Member Fund, TCM VII and Management VII (collectively, the "TCV Entities") are each principally engaged in the business of investing in securities of privately and publicly held companies. TCM VII is the direct general partner of TCV VII and TCV VII(A). Management VII is the direct general partner of TCM VII, the ultimate general partner of TCV VII and TCV VII(A) and a general partner of Member Fund. The address of the principal business and office of each of the TCV Entities is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan (collectively, the "Class A Directors") are the Class A Directors of Management VII. The Class A Directors are each United States citizens and the present principal occupation of each is as a venture capital investor. The business address of each of the Class A Directors is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of the Reporting Persons has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010 (as amended by Amendment No. 1 filed on February 16, 2011, the "Original 13D") is incorporated by reference herein.

Item 4. Purpose of Transaction

The Reporting Persons acquired the securities referenced in Item 3 for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Class A Common Stock in the open market, in connection with issuances by the Company or sales by other stockholders in transactions registered under the Securities Act of 1933, as amended, in privately negotiated transactions or otherwise and/or retain and/or sell or otherwise dispose of all or a portion of their shares in the open market, through transactions registered under the Securities Act, through privately negotiated transactions or through distributions to their respective partners or otherwise. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Class A Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operating results and prospects; the relative attractiveness of alternative business and investment opportunities; the passivity and conversion commitments described in Item 6 below and applicable regulations governing non-control investments in banks and bank holding companies; and other future developments.

Except as set forth above and in Item 4 of the Original 13D (which is incorporated by reference herein), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a), (b). As of the close of business on August 15, 2011, the Reporting Persons owned directly and/or indirectly the following shares:

<u>Name of Investor</u>	<u>Number of Total Shares</u>	<u>Percentage of Outstanding Shares(*)</u>
TCV VII	1,102,888(**)(1)	4.23 %
TCV VII(A)	572,757(**)(2)	2.24%
Member Fund	9,996(**)(3)	Less than 1 %
TCM VII	1,675,645(**)(4)	6.30%
Management VII	1,685,641(**)(5)	6.33%
Mr. Hoag	1,685,641(**)(5)	6.33%
Mr. Kimball	1,685,641(**)(5)	6.33%
Mr. Drew	1,685,641(**)(5)	6.33%
Mr. Reynolds	1,685,641(**)(5)	6.33%
Mr. Griffith	1,685,641(**)(5)	6.33%
Mr. Trudeau	1,685,641(**)(5)	6.33%
Mr. Marshall	1,685,641(**)(5)	6.33%
Mr. McAdam	1,685,641(**)(5)	6.33%
Mr. Rosenberg	1,685,641(**)(5)	6.33%
Mr. Yuan	1,685,641(**)(5)	6.33%

(*) All percentages in this table are based on (i) 25,002,314 shares of Class A Common Stock of the Company outstanding as disclosed by the Company in its Quarterly Report on Form 10-Q, filed on August 11, 2011, plus (ii) shares of Class A Common Stock deemed to be outstanding pursuant to Rule 13d-3(d) (i) with respect to such Reporting Persons.

(**) Certain Reporting Persons disclaim beneficial ownership as set forth below.

- (1) Includes 49,300 shares of Class A Common Stock and 1,053,588 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (2) Includes 25,603 shares of Class A Common Stock and 547,154 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (3) Includes 97 shares of Class A Common Stock and 9,899 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (4) Includes 74,903 shares of Class A Common Stock and 1,600,742 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.
- (5) Includes 75,000 shares of Class A Common Stock and 1,610,641 shares of Class B Common Stock that are immediately convertible, at the holder's option, into Class A Common Stock on a 1-for-1 basis.

Each of the TCV Funds has the sole power to dispose or direct the disposition of the shares which it holds directly, and has the sole power to vote or direct the vote of such shares.

Management VII, as the ultimate general partner of TCV VII and TCV VII(A) and a general partner of the Member Fund, and TCM VII, as the direct general partner of TCV VII and TCV VII(A), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and, with respect to Management VII, certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Each of Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

Under the memorandum and articles of association of Management VII, the Class A Directors have the shared power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and certain of the shares held by Member Fund and the shared power to direct the vote of such shares. Each of the Class A Directors disclaims beneficial ownership of the securities owned by Management VII, TCM VII, TCV VII, TCV VII(A) and Member Fund except to the extent of their respective pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) — (b), each of the Reporting Persons disclaims beneficial ownership of any Class A Common Stock owned beneficially or of record by any other Reporting Person.

(c). None of the Reporting Persons have effected any transaction in the Company stock during the past 60 days.

(d). Not applicable.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On February 24, 2010, the Company entered into a definitive agreement to acquire 100% of the outstanding common shares and voting interest of Bonneville Bancorp (the “Bonneville Agreement”). Upon consummation of the transactions contemplated by the Bonneville Agreement (the “Bonneville Transactions”), the Company will become a bank holding company regulated by the Federal Reserve Board. In connection with the closing of the Bonneville Transactions, the TCV Funds have made certain passivity commitments (the “Commitments”) to the Board of Governors of the Federal Reserve System (the “Federal Reserve”) to ensure that the TCV Funds, and their affiliates and subsidiaries, will not, among other things, exercise or attempt to exercise a controlling influence over the management or policies of the Company or any of its subsidiaries for purposes of the Bank Holding Company Act of 1956, as amended. The Commitments are attached hereto as Exhibit 6 and are incorporated herein by reference. In addition, in connection with the Commitments, the TCV Funds entered into an agreement with the Federal Reserve (the “Conversion Agreement”) pursuant to which the TCV Funds agreed to convert such number of shares of Class B Common Stock owned by the TCV Funds into shares of Class A Common Stock to ensure that, as of the date of the Bonneville Transactions, the percentage of the Company’s voting securities or voting power owned by the TCV Funds does not exceed 9.9%. The Conversion Agreement is attached hereto as Exhibit 7 and is incorporated herein by reference.

Except as set forth herein and in Item 6 of the Original 13D (which is incorporated by reference herein), none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement

Exhibit 2 Ninth Amended and Restated Registration Rights Agreement dated May 27, 2010 (incorporated by referenced from Exhibit 4.01 to Green Dot Corporation’s Registration Statement on Form S-1 filed on February 26, 2010)

Exhibit 3 First Amendment to Ninth Amended and Restated Registration Rights Agreement dated July 16, 2010 (incorporated by reference from Exhibit 4.02 to Green Dot Corporation's Registration Statement on Form S-1 filed on July 19, 2010)

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to the Schedule 13D relating to the common stock of Interactive Brokers Group, Inc. filed on July 10, 2009)

Exhibit 5 Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010)

Exhibit 6 Passivity Commitments Letter, dated as of August 12, 2011, from TCV VII, LP, TCV VII (A), L.P. and TCV Member Fund, L.P. to the Board of Governors of the Federal Reserve System

Exhibit 7 Commitment Letter Regarding Green Dot Share Conversion, dated as of August 12, 2011, from TCV VII, LP, TCV VII (A), L.P. and TCV Member Fund, L.P. to the Board of Governors of the Federal Reserve System

Exhibit 8 Statement Appointing Designated Filer and Authorized Signatories dated December 31, 2010 (incorporated by reference from Exhibit 6 to the Schedule 13D relating to the common stock of K12 Inc. filed on May 2, 2011)

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 17, 2011

TCV VII, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV VII (A), L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV MEMBER FUND, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

JAY C. HOAG

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

RICHARD H. KIMBALL

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

JOHN L. DREW

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

JON Q. REYNOLDS, JR.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

WILLIAM J.G. GRIFFITH IV

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

ROBERT W. TRUDEAU

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

CHRISTOPHER P. MARSHALL

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TIMOTHY P. McADAM

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

JOHN C. ROSENBERG

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

DAVID L. YUAN

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

EXHIBIT INDEX

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Class A Common Stock, par value \$0.001 per share, of Green Dot Corporation, a Delaware corporation, and that this Agreement may be included as an exhibit to such joint filing. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 17th day of August, 2011

TCV VII, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Its: Authorized Signatory

TCV VII (A), L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Its: Authorized Signatory

TCV MEMBER FUND, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Its: Authorized Signatory

TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT VII,
LTD.**

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
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Name: Frederic D. Fenton
Its: Authorized Signatory

DAVID L. YUAN

By: /s/ Frederic D. Fenton

Name: Frederic D. Fenton

Its: Authorized Signatory

**Commitments by the TCV Group
to
The Board of Governors of the Federal Reserve System**

TCV VII, L.P., TCV VII (A), L.P. and TCV Member Fund, L.P. (each, a “TCV Investor” and collectively, the “TCV Investors”), and their subsidiaries and affiliates (collectively, the “TCV Group”), will not, without the prior approval of the Board or its staff, directly or indirectly:

1. Exercise or attempt to exercise a controlling influence over the management or policies of Green Dot or any of its subsidiaries;
2. Have or seek to have more than one representative of the TCV Group serve on the board of directors of Green Dot or any of its subsidiaries;
3. Permit any representative of the TCV Group who serves on the board of directors of Green Dot or any of its subsidiaries to serve (i) as the chairman of the board of directors of Green Dot or any of its subsidiaries, (ii) as the chairman of any committee of the board of directors of Green Dot or any of its subsidiaries, (iii) as a member of any committee of the board of directors of Green Dot or any of its subsidiaries if the TCV Group representative occupies more than 25 percent of the seats on the committee, (iv) as a member of a committee of the board of directors of Green Dot if at any time such committee would have decisionmaking authority for policies or actions on managerial matters (other than decisions related to retaining third party consultants or advisers in connection with carrying out committee duties) unless (a) recommendations of such committee as to policy or actions on managerial matters are reviewed and approved or reviewed and ratified by the full board, (b) such committee is carrying out functions in accordance with a policy or parameters approved by the full board, or (c) Board staff authorizes service on a particular committee in light of all the facts and circumstances of the case, or (v) as a member of any committee if such representative has the authority or practical ability unilaterally to make, or block the making of, policy or other decisions that bind the board, any committee of the board, or management of Green Dot;
4. Have or seek to have any employee or representative of the TCV Group serve as an officer, agent, or employee of Green Dot or any of its subsidiaries;

5. Take any action that would cause Green Dot or any of its subsidiaries to become a subsidiary of TCV Group;
6. Own, control, or hold with power to vote securities that (when aggregated with securities that the officers and directors of the TCV Group own, control, or hold with power to vote) represent 25 percent or more of any class of voting securities of Green Dot or any of its subsidiaries;
7. Own or control equity interests that would result in the combined voting and nonvoting equity interests of the TCV Group and its officers and directors to equal or exceed 25 percent of the total equity capital of Green Dot or any of its subsidiaries, except that, if the TCV Group and its officers and directors own, hold, or have the power to vote less than 15 percent of the outstanding shares of any classes of voting securities of Green Dot, TCV Group and its officers and directors may own or control equity interests greater than 25 percent, but in no case more than 33.3 percent, of the total equity capital of Green Dot or any of its subsidiaries;
8. Propose a director or slate of directors in opposition to a nominee or slate of nominees proposed by the management or board of directors of Green Dot or any of its subsidiaries;
9. Enter into any agreement with Green Dot or any of its subsidiaries that substantially limits the discretion of Green Dot's management over major policies and decisions, including, but not limited to, policies or decisions about employing and compensating executive officers; engaging in new business lines; raising additional debt or equity capital; merging or consolidating with another firm; or acquiring, selling, leasing, transferring, or disposing of material assets, subsidiaries, or other entities;
10. Solicit or participate in soliciting proxies with respect to any matter presented to the shareholders of Green Dot or any of its subsidiaries;
11. Dispose or threaten to dispose (explicitly or implicitly) of equity interests of Green Dot or any of its subsidiaries in any manner as a condition or inducement of specific action or non-action by Green Dot or any of its subsidiaries; or
12. Enter into any other banking or nonbanking transactions with Green Dot or any of its subsidiaries, except that the TCV Group may establish and maintain deposit accounts with Green Dot or any of its subsidiaries, provided that the aggregate balance of all such deposit accounts does not exceed \$500,000 and that the accounts are maintained on substantially the same terms as those prevailing for comparable accounts of persons unaffiliated with Green Dot.

Each TCV Investor also certifies that:

13. It is not an affiliate of any other investor (excluding other TCV Investors) in the proposed transaction (individually, each an “Investor,” and, collectively, the “Investors”);
14. It has reached its decision to invest in Green Dot independently from the other Investors (excluding other TCV Investors);
15. It is not managed or advised by an investment manager or investment advisor who performs the same services for any other Investor (excluding other TCV Investors);
16. It (including any subsidiary or affiliate of such TCV Investor) has not engaged and will not engage as part of a group consisting of substantially the same entities as the Investors, in substantially the same combination of interests, in any additional banking or nonbanking activities or business ventures in the United States without prior consultation with the Board;
17. It has not and will not enter into any agreements or understandings with any other Investor to act in concert for the purpose of exercising a controlling influence over Green Dot or any of its subsidiaries, including, but not limited to, any agreements or understandings regarding the voting or transfer of shares of Green Dot; and
18. Any director representing such TCV Investor will not collude or conspire with any other directors or shareholders of Green Dot with respect to the exercise of any director’s voting rights. Nothing in this commitment shall limit a director’s ability to exercise its legitimate duties/rights as a director of Green Dot, including the ability to consult with other directors and shareholders as appropriate.

The terms used in these commitments have the same meanings as set forth in the Bank Holding Company Act of 1956, as amended (the “BHC Act”), and the Board’s Regulation Y. For purposes of these commitments, “Investor” includes any subsidiary or affiliate of the Investor.

Nothing in these commitments releases the TCV Group from compliance with the Change in Bank Control Act and the Board's regulations thereunder for any subsequent acquisition or increase in the percentage ownership of any class of voting shares of Green Dot.

Each TCV Investor understands that these commitments constitute conditions imposed in writing in connection with the Board's findings and decisions related to TCV Group's ownership of up to 9.9 percent of the voting power or the voting shares of Green Dot, including a determination that no filing under the BHC Act is required for this transaction by the TCV Group, and, as such, may be enforced in proceedings under applicable law.

IN WITNESS WHEREOF, the undersigned has executed these commitments as of the date stated below.

Date: August 12, 2011

TCV VII, L.P.
a Cayman Islands exempted limited partnership

By: Technology Crossover Management VII, L.P.
Its: General Partner

By: Technology Crossover Management VII, Ltd.
Its: General Partner

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV VII (A), L.P.
a Cayman Islands exempted limited partnership

By: Technology Crossover Management VII, L.P.
Its: General Partner

By: Technology Crossover Management VII, Ltd.
Its: General Partner

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV MEMBER FUND, L.P.
a Cayman Islands exempted limited partnership,
acting by its general partner

Technology Crossover Management VII, Ltd.,
a Cayman Islands exempted company

By: /s/ Frederic D. Fenton

Name: Frederic D. Fenton

Title: Authorized Signatory

**Commitment to the Board of Governors of the Federal Reserve System
Regarding Green Dot Share Conversion**

In connection with the application (the "Application") filed by Green Dot Corporation ("Green Dot"), Monrovia, California, with the Board of Governors of the Federal Reserve System ("Board") to become a bank holding company by acquiring Bonneville Bancorp, and its subsidiary bank, Bonneville Bank, to be renamed Green Dot Bank, both of Provo, Utah (the "Acquisition"), pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, as amended, TCV VII, L.P., TCV VII (A), L.P. and TCV Member Fund, L.P. (together, the "TCV Group") hereby make the following commitment to the Board:

Prior to consummation of the Acquisition, the TCV Group will convert such number of its shares of Green Dot's Class B "high-vote" Common Stock to shares of Green Dot's Class A "low-vote" Common Stock as may be necessary to ensure that, as of the date of the Acquisition, neither the TCV Group's percentage of Green Dot voting securities, nor its percentage of voting power, exceeds 9.9%.

TCV Group agrees that these commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decision on the Application and, as such, may be enforced in proceedings under applicable law.

Date: August 12, 2011

TCV VII, L.P.
a Cayman Islands exempted limited partnership

By: Technology Crossover Management VII, L.P.
Its: General Partner

By: Technology Crossover Management VII, Ltd.
Its: General Partner

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV VII (A), L.P.
a Cayman Islands exempted limited partnership

By: Technology Crossover Management VII, L.P.
Its: General Partner

By: Technology Crossover Management VII, Ltd.
Its: General Partner

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory

TCV MEMBER FUND, L.P.
a Cayman Islands exempted limited partnership,
acting by its general partner

Technology Crossover Management VII, Ltd.,
a Cayman Islands exempted company

By: /s/ Frederic D. Fenton
Name: Frederic D. Fenton
Title: Authorized Signatory