

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>SEQUOIA CAPITAL FRANCHISE FUND LP</u>  _____ (Last) (First) (Middle) <u>3000 SAND HILL ROAD, 4-250</u>  _____ (Street) <u>MENLO CA 94025</u>  _____ (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>07/27/2010</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>GREEN DOT CORP [ GDOT ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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#### 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	0	D <sup>(1)</sup>	
Class A Common Stock	0	I	By Sequoia Capital IX, L.P. <sup>(2)</sup>
Class A Common Stock	0	I	By Sequoia Capital U.S. Growth Fund IV, L.P. <sup>(3)</sup>
Class A Common Stock	0	I	By Sequoia Capital Franchise Partners L.P. <sup>(1)</sup>
Class A Common Stock	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <sup>(2)</sup>
Class A Common Stock	0	I	By Sequoia Capital USGF Principals Fund IV, L.P. <sup>(3)</sup>

#### 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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	7,778,099	0.00	D <sup>(1)</sup>	
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	1,850,387	0.00	I	By Sequoia Capital IX, L.P. <sup>(2)</sup>
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	1,195,073	0.00	I	By Sequoia Capital U.S. Growth Fund IV, L.P. <sup>(3)</sup>
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	1,060,650	0.00	I	By Sequoia Capital Franchise Partners, L.P. <sup>(1)</sup>
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	163,292	0.00	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. <sup>(2)</sup>
Class B Common Stock <sup>(4)</sup>	(4)	(4)	Class A Common Stock	51,872	0.00	I	By Sequoia Capital USGF Principals Fund IV, L.P. <sup>(3)</sup>

**1. Name and Address of Reporting Person\***  
SEQUOIA CAPITAL FRANCHISE FUND LP

 \_\_\_\_\_  
 (Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SEQUOIA CAPITAL IX](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SC IX.I MANAGEMENT, LLC](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SEQUOIA CAPITAL FRANCHISE PARTNERS LP](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SCFF MANAGEMENT LLC](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SEQUOIA CAPITAL US GROWTH FUND IV LP](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)  
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SCGF IV MANAGEMENT LP](#)

(Last) (First) (Middle)  
3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SCGF GENPAR LTD](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SEQUOIA CAPITAL ENTREPRENEURS  
ANNEX FUND](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SEQUOIA CAPITAL USGF PRINCIPALS  
FUND IV LP](#)

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

**Explanation of Responses:**

1. SCFF Management, LLC ("SCFF Management") is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. Michael L. Goguen, Douglas M. Leone, Michael J. Moritz (one of the issuer's directors, who has filed separately) and Mark A. Stevens are managing members of SCFF Management. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of his or its 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.

2. 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. Douglas M. Leone, Michael L. Goguen, Michael J. Moritz (one of the issuer's directors, who has filed separately) and Mark A. Stevens are managing members of SC IX.I Management. Each of the filing persons hereby disclaims beneficial ownership of the securities except to the extent of his or its 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.

3. SCGF IV Management, L.P. ("SCGF IV Management") is the mid-tier general partner and SCGF GenPar, Ltd. ("SCGF GenPar") is the top-tier general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Roelof Botha, J. Scott Carter, James J. Goetz, Michael L. Goguen, Douglas M. Leone and Michael J. Moritz (one of the issuer's directors, who has filed separately) are Class A Limited Partners of SCGF IV Management and managing directors of SCGF GenPar. Each of the filing persons disclaims beneficial ownership of these securities except to the extent of his or its 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. The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

**Remarks:**

This report is one of two reports, each on a separate Form 3 on the date hereof, but relating to the same transactions being filed by the reporting persons.

[By SCFF Management LLC,  
its General Partner, By  
Douglas M. Leone, its  
Managing Member By /s/  
Melinda Dunn as attorney-in-  
fact](#) 08/06/2010

[By SC IX.I Management, LLC,  
its General Partner By Douglas  
M. Leone, its Managing  
Member By: /s/ Melinda Dunn  
as attorney in fact](#) 08/06/2010

[By Douglas M. Leone, its  
Managing Member By: /s/  
Melinda Dunn as attorney-in-  
fact](#) 08/06/2010

[By SCFF Management, LLC, 08/06/2010  
its General Partner By Douglas  
M. Leone, its Managing](#)

Member By /s/ Melinda Dunn as attorney-in-fact  
By Douglas M. Leone, its Managing Member By: /s/ Melinda Dunn as attorney-in-fact 08/06/2010

By SCGF IV Management L.P., its General Partner By SCGF GenPar Ltd, its General Partner By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact 08/06/2010

By SCGF GenPar Ltd., its General Partner By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact 08/06/2010

By Douglas M. Leone, its Managing Director By: /s/ Melinda Dunn as attorney-in-fact 08/06/2010

By SC IX.I Management, LLC, its General Partner By Douglas M. Leone, its Managing Member By /s/ Melinda Dunn as attorney-in-fact 08/06/2010

By SCGF IV Management LP, its General Partner By SCGF GenPar Ltd., its General Partner By Douglas M. Leone, its Managing Director By /s/ Melinda Dunn as attorney-in-fact 08/06/2010

\*\* 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 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).

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

**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 Number.**

LIMITED POWER OF ATTORNEY  
FOR  
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints Melinda Dunn the undersigned's true and lawful attorney in fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of any corporation or other person in which an investment fund affiliated with Sequoia Capital Operations, LLC makes an investment (each, a "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever which, in the opinion of such attorney in fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve.

The undersigned hereby grants to such attorney in fact full power and authority to do and perform any and every act and thing whatsoever required, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney in fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to any Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney in fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of August, 2009.

/s/ ROELOF BOTHA  
Roelof Botha

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of August, 2009.

/s/ SCOTT CARTER  
Scott Carter

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of August, 2009.

/s/ JAMES GOETZ  
James Goetz

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 24th day of August, 2009.

/s/ MICHAEL GOGUEN  
Michael Goguen

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 21st day of August, 2009.

/s/ DOUGLAS LEONE  
Douglas Leone

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 2nd day of August, 2010.

/s/ MARK STEVENS  
Mark Stevens