

OMB APPROVAL	
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**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* <u>TCV Member Fund, L.P.</u>  (Last) (First) (Middle) <u>C/O TECHNOLOGY CROSSOVER VENTURES</u> <u>528 RAMONA STREET</u>  (Street) <u>PALO ALTO CA 94301</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP [ GDOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>May be part of a 13(d) group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2011</u>	
	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 <input type="checkbox"/> 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	02/18/2011		C		490	A	\$0	587	I	TCV Member Fund, L.P. <sup>(1)(2)</sup>
Class A Common Stock	02/18/2011		S		490	D	\$57.09 <sup>(3)</sup>	97	I	TCV Member Fund, L.P. <sup>(1)(2)</sup>

**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
Class B Common Stock <sup>(4)</sup>	\$0	02/18/2011		C		490		(4)	(4)	Class A Common Stock	490	(5)	9,899	I	TCV Member Fund, L.P. <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
TCV Member Fund, L.P.  
 (Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
 (Street)  
PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Marshall Christopher P  
 (Last) (First) (Middle)  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET

(Street)  
**PALO ALTO CA 94301**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[McAdam Timothy P](#)

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(Last) (First) (Middle)  
**C/O TECHNOLOGY CROSSOVER VENTURES**  
**528 RAMONA STREET**

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(Street)  
**PALO ALTO CA 94301**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Rosenberg John C.](#)

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(Last) (First) (Middle)  
**C/O TECHNOLOGY CROSSOVER VENTURES**  
**528 RAMONA STREET**

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(Street)  
**PALO ALTO CA 94301**

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(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 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, 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 February 23, 2011.
2. 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 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 price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$54.70 to \$57.50. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
4. 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.
5. The holder elected to convert the shares of Class B Common Stock into Class A Common stock, which Class A Common Stock has no exercisable date or expiration date.

**Remarks:**

[Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P.](#) [02/23/2011](#)

[Frederic D. Fenton Authorized signatory for Christopher P. Marshall](#) [02/23/2011](#)

[Frederic D. Fenton Authorized signatory for Timothy P. McAdam](#) [02/23/2011](#)

[Frederic D. Fenton Authorized signatory for John C. Rosenberg](#) [02/23/2011](#)

\*\* 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.

**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.**