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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

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)

December 8, 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: 1,177,071 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,177,071 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,177,071 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) 3.90%	
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: 611,284 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 611,284 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 611,284 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) 2.03%	
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: 10,638 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 10,638 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,638 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: 1,788,355 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,788,355 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,788,355 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) 5.93%	
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: 1,798,993 SHARES OF COMMON STOCK (A)
	8	SHARED VOTING POWER -0- SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER -0- SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
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	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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)
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	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 STATES CITIZEN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: -0- SHARES OF COMMON STOCK (A)
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	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.97%	
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 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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
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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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 1,798,993 SHARES OF COMMON STOCK
	9	SOLE DISPOSITIVE POWER -0- SHARES OF COMMON STOCK (A)
	10	SHARED DISPOSITIVE POWER 1,798,993 SHARES OF COMMON STOCK
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,798,993 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) 5.97%	
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 and Amendment No. 2 filed on August 18, 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.

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"). On December 8, 2011, effective immediately prior to the consummation of the transactions contemplated by the Bonneville Agreement (the "Bonneville Transactions"), the TCV Funds elected to convert 100% of the shares of Class B Common Stock held by them, as set forth in the table below, into an equal number of shares of Class A Common Stock:

<u>Name</u>	<u>Number of Shares</u>
TCV VII	1,053,588
TCV VII(A)	547,154
Member Fund	9,899
TOTAL	1,610,641

Item 5. Interest in Securities of the Issuer

(a), (b). As of the close of business on December 8, 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	1,177,071	3.90%
TCV VII(A)	611,284	2.03%
Member Fund	10,638	Less than 1 %
TCM VII	1,788,355	5.93%
Management VII	1,798,993	5.97%
Mr. Hoag	1,798,993	5.97%
Mr. Kimball	1,798,993	5.97%
Mr. Drew	1,798,993	5.97%
Mr. Reynolds	1,798,993	5.97%
Mr. Griffith	1,798,993	5.97%
Mr. Trudeau	1,798,993	5.97%
Mr. Marshall	1,798,993	5.97%
Mr. McAdam	1,798,993	5.97%
Mr. Rosenberg	1,798,993	5.97%
Mr. Yuan	1,798,993	5.97%

(*) All percentages in this table are based on 30,156,699 shares of Class A Common Stock of the Company outstanding as of December 6, 2011 (giving effect to the conversion of certain shares of Class B Common Stock into shares of Class A Common Stock in connection with the consummation of the Bonneville Transaction), as reported by the Company to the Reporting Persons.

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

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

In connection with the consummation of the Bonneville Transaction, on December 8, 2011, the Company, the TCV Funds and certain other parties entered into the Second Amendment to the Ninth Amended and Restated Registration Rights Agreement dated May 27, 2010 (the "Second Amendment"). A copy of the Second Amendment is attached hereto as Exhibit 9 and is incorporated by reference herein.

Except as set forth herein and in Item 6 of the Original 13D (as amended by Amendment No. 1 filed on February 16, 2011 and Amendment No. 2 filed on August 18, 2011), 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 (incorporated by reference from Exhibit 1 to the Schedule 13D with respect to the Company's securities filed on August 18, 2011)

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 (incorporated by reference from Exhibit 6 to the Schedule 13D with respect to the Company's securities filed on August 18, 2011)

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 (incorporated by reference from Exhibit 7 to the Schedule 13D with respect to the Company's securities filed on August 18, 2011)

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)

Exhibit 9 Second Amendment to Ninth Amended and Restated Registration Rights Agreement dated December 8, 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: December 13, 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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- Exhibit 9 Second Amendment to Ninth Amended and Restated Registration Rights Agreement dated December 8, 2011

SECOND AMENDMENT TO NINTH AMENDED AND RESTATED REGISTRATION RIGHTS AGREEMENT

This Second Amendment to Ninth Amended and Restated Registration Rights Agreement (this "**Amendment**") is entered into as of December 8, 2011 among Green Dot Corporation, a Delaware corporation (the "**Company**"), and the stockholders of the Company who are party hereto. Unless otherwise specifically defined herein, all capitalized terms used in this Amendment shall have the meaning ascribed thereto in the Registration Rights Agreement (as defined below).

WHEREAS, the Company and the Holders have previously entered into that certain Ninth Amended and Restated Registration Rights Agreement dated as of May 27, 2010, as amended by the First Amendment thereto dated as of July 16, 2010 among the Company and the stockholders of the Company who are party thereto (as amended, the "**Registration Rights Agreement**");

WHEREAS, the Company and certain Holders have entered into a Share Exchange Agreement ("**Share Exchange Agreement**") dated as of December 8, 2011 among the Company and the Holders who are party thereto, pursuant to which such Holders have agreed to exchange (the "**Initial Exchange**") certain shares of Class B Common Stock for shares of a newly created series of preferred stock of the Company, the Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock, par value \$0.001 per share (the "**Series A Preferred Stock**"), on the terms and subject to the conditions set forth in the Share Exchange Agreement;

WHEREAS, the terms of the Series A Preferred Stock provide for the conversion of shares thereof into shares of Class A Common Stock upon the terms and subject to the conditions set forth in the certificate of designations relating to the Series A Preferred Stock filed with the Delaware Secretary of State on the date hereof;

WHEREAS, in connection with the Initial Exchange, the undersigned parties to the Registration Rights Agreement desire to make certain amendments to the definitions under the Registration Rights Agreement;

WHEREAS, Section 5 of the Registration Rights Agreement provides that the Registration Rights Agreement may be amended with the written consent of the Company and the Holders of not less than 67% of the Registrable Shares then outstanding, and further provides that any such amendment shall be binding upon all the parties to the Registration Rights Agreement, regardless of whether such parties consented to such amendment; and

WHEREAS, as provided below, the effectiveness of this Amendment is conditioned upon the Closing (as defined in the Share Exchange Agreement) of the Initial Exchange (the time this Amendment becomes effective, the "**Effective Time**");

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. *Amendments*. Effective as of the Effective Time:

(a) Article 1 of the Registration Rights Agreement is hereby amended by inserting the following new Section 1.5 and re-numbering the subsequent Sections of Article 1 accordingly:

“1.5 The term “**New Preferred Stock**” means shares of the Company’s Series A Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock, par value \$0.001 per share.”

(b) Section 1.7 of the Registration Rights Agreement is hereby amended and restated as follows:

“1.8 The term “**Registrable Shares**” means and includes (i) any shares of Class A Common Stock issued pursuant to the Issuance Agreement which constitute “Vested Shares” (as defined in the Issuance Agreement), (ii) the shares of Class A Common Stock issuable or issued upon conversion of the Class B Common Stock issued or issuable upon conversion of the Preferred Stock; (iii) the shares of Class A Common Stock issued or issuable upon conversion of the New Preferred Stock; (iv) the shares of Class A Common Stock issued or issuable upon conversion of the Class B Common Stock issued or issuable upon exercise of those certain warrants that were issued to the purchasers of the Company’s Series B Preferred Stock; (v) the shares of Class A Common Stock issued or issuable upon conversion of the Class B Common Stock issued or issuable upon exercise of that certain warrant issued to PayPal, Inc. on March 3, 2009 (the “PayPal Warrant”); and (vi) any other shares of Class A Common Stock issued as (or issuable upon the conversion or exercise of any warrant, right or other security which is issued as) a dividend or other distribution with respect to, or in exchange for or in replacement of, the shares listed in (i), (ii), (iii), (iv) and (v) above, and in each case held by a party to this Agreement and such party’s permitted assignee, excluding in all cases, however, any Registrable Shares sold by a person in a transaction in which his or her rights under Section 2 are not assigned.”

2. *Effectiveness of Amendment*. Conditioned upon the occurrence of the Effective Time and the execution of this Amendment by the Company and the Holders of not less than 67% of the Registrable Shares then outstanding, the Registration Rights Agreement shall be amended as set forth in this Amendment. If the Exchange Agreement is terminated without the Effective Time occurring, this Amendment shall thereupon become null and void and of no further effect.

3. *Full Force and Effect.* The parties agree that all terms of the Registration Rights Agreement not otherwise amended hereunder shall remain in full force and effect.

4. *Counterparts.* This Amendment may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one instrument.

5. *Law.* This Amendment shall be governed by and construed in accordance with the laws of the State of California; provided, however, that if any California law or laws require or permit the application of the laws of any other jurisdiction to this Amendment, such California law or laws shall be disregarded with the effect that the remaining laws of the State of California shall nonetheless apply.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Ninth Amended and Restated Registration Rights Agreement as of the date first above written.

THE COMPANY

GREEN DOT CORPORATION

By: /s/ Steven W. Streit

Name: Steven W. Streit

Title: Chief Executive Officer

HOLDERS

SEQUOIA CAPITAL FRANCHISE
FUND, L.P.

By: SCFF MANAGEMENT LLC, its
General Partner

By: /s/ Michael Moritz

Name: Michael Moritz

Title:

SEQUOIA CAPITAL USGF
PRINCIPALS FUND IV L.P.

By: SCGF IV MANAGEMENT, L.P., its General Partner

By: SCGF GENPAR, LTD., its General Partner

By: /s/ Michael Moritz

Name: Michael Moritz

Title:

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

SEQUOIA CAPITAL FRANCHISE
PARTNERS, L.P.

By: SCFF MANAGEMENT LLC, its
General Partner

By: /s/ Michael Moritz

Name: Michael Moritz

Title:

SEQUOIA CAPITAL U.S. GROWTH FUND IV, L.P.

By: SCGF IV MANAGEMENT, L.P., its General Partner

By: SCGF GENPAR, LTD., its General
Partner

By: /s/ Michael Moritz

Name: Michael Moritz

Title:

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Ninth Amended and Restated Registration Rights Agreement as of the date first above written.

HOLDER

PAYPAL, INC.

By: /s/ Gary Marino

Name: Gary Marino

Title: SVP Global Financial Services

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Ninth Amended and Restated Registration Rights Agreement as of the date first above written.

HOLDER

TCV VII, L.P.

a Cayman Islands exempted limited partnership, acting by its general partner

Technology Crossover Management VII, 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 Fenton

Name: Frederic Fenton

Title: Authorized Signatory

TCV VII (A), L.P.

a Cayman Islands exempted limited partnership, acting by its general partner

Technology Crossover Management VII, 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 Fenton

Name: Frederic Fenton

Title: Authorized Signatory

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

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 Fenton
Name: Frederic Fenton
Title: Authorized Signatory

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment to the Ninth Amended and Restated Registration Rights Agreement as of the date first above written.

HOLDER

YKA PARTNERS LTD.

By: /s/ Kenneth Aldrich

Name: Kenneth Aldrich

Title: Manager

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*

IN WITNESS WHEREOF, the parties hereto have executed the Second Amendment to the Ninth Amended and Restated Registration Rights Agreement as of the date first above written.

HOLDER

DAVID WILLIAM HANNA TRUST
DATED OCTOBER 30, 1989

By: /s/ David W. Hanna

David W. Hanna, Trustee

*[Signature Page to the Second Amendment to
the Ninth Amended and Restated Registration Rights Agreement]*