

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* MORITZ MICHAEL J <hr/> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 4, SUITE 250 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol GREEN DOT CORP [GDOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011					
			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	02/28/2011		j ⁽⁴⁾		18,313 ⁽⁵⁾	A	(4)	18,313	D	
Class A Common Stock	02/28/2011		C		1,850,387	A	(3)	1,850,387	I	By Sequoia Capital IX, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	02/28/2011		C		163,292	A	(3)	163,292	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	02/28/2011		j ⁽⁴⁾		1,850,387	D	(4)	0	I	By Sequoia Capital IX, L.P. ⁽¹⁾⁽²⁾
Class A Common Stock	02/28/2011		j ⁽⁴⁾		163,292	D	(4)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽¹⁾⁽²⁾

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					
Class B Common Stock	(3)	02/28/2011		C			1,850,387	(3)	(3)	Class A Common Stock	(3)	0	I	By Sequoia Capital IX, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)	02/28/2011		C			163,292	(3)	(3)	Class A Common Stock	(3)	0	I	By Sequoia Capital Entrepreneurs Annex Fund, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock		7,778,099	I	By Sequoia Capital Franchise Fund, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock		1,060,650	I	By Sequoia Capital Franchise Partners, L.P. ⁽¹⁾⁽²⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock		1,195,073	I	By Sequoia Capital U.S. Growth Fund IV, L.P. ⁽¹⁾⁽²⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	51,872		51,872	I	By Sequoia Capital USGF Principals Fund IV, L.P. (1)(2)

Explanation of Responses:

1. Michael J. Moritz is a managing member of each of SC IX.I Management, LLC ("SC IX.I Management") and SCFF Management, LLC ("SCFF Management") and is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). SC IX.I Management is the sole general partner of Sequoia Capital IX, L.P. and Sequoia Capital Entrepreneurs Annex Fund, L.P. SCFF Management is the sole general partner of Sequoia Capital Franchise Fund L.P. and Sequoia Capital Franchise Partners L.P. SCGF GenPar is the sole general partner of SCGF IV Management, L.P. (Continued in foot note 2)
2. ("SGF IV Management"), which is the sole general partner of Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. By virtue of these relationships, Mr. Moritz may be deemed to share voting and dispositive power with respect to the shares of common stock held by Sequoia Capital IX, L.P., Sequoia Capital Entrepreneurs Annex Fund, L.P., Sequoia Capital Franchise Fund L.P., Sequoia Capital Franchise Partners L.P., Sequoia Capital US Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P. Mr. Moritz disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
3. The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.
4. Distribution to partners and includes subsequent distributions by general partners to their respective partners or members.
5. Represents shares distributed to Mr. Moritz from SC IX.I Management.

/s/ Melinda Dunn, as attorney-in-fact 02/28/2011

** 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.

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 a 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.

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

/s/ Michael Moritz

Name: Michael Moritz