

GREEN DOT CORP  
Form 4  
December 01, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MORITZ MICHAEL J

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

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GREEN DOT CORP [GDOT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 11/26/2014                           |  | J <sup>(1)</sup>               | 627,307 D   | \$ 0 627,246  | I  | By Sequoia Capital Franchise Fund, L.P. <sup>(2)</sup> <sup>(3)</sup>     |
| Class A Common Stock            | 11/26/2014                           |  | J <sup>(1)</sup>               | 85,615 D  | \$ 0 85,723   | I  | By Sequoia Capital Franchise Partners, L.P. <sup>(2)</sup> <sup>(3)</sup> |
| Class A Common                  | 11/26/2014                           |  | J <sup>(4)</sup>               | 12,686 A  | \$ 0 300,927  | D  |   |

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Stock

|                            |            |  |                         |         |   |      |        |   |  |
|----------------------------|------------|--|-------------------------|---------|---|------|--------|---|--|
| Class A<br>Common<br>Stock | 11/26/2014 |  | <u>J</u> <sup>(1)</sup> | 191,101 | D | \$ 0 | 0      | I | By Sequoia<br>Capital US<br>Growth<br>Fund IV LP<br><u>(2)</u> <u>(3)</u>          |
| Class A<br>Common<br>Stock | 11/26/2014 |  | <u>J</u> <sup>(1)</sup> | 8,343   | D | \$ 0 | 0      | I | By Sequoia<br>Capital<br>USGF<br>Principals<br>Fund IV LP<br><u>(2)</u> <u>(3)</u> |
| Class A<br>Common<br>Stock | 11/26/2014 |  | <u>J</u> <sup>(5)</sup> | 8,343   | A | \$ 0 | 16,872 | I | By The<br>Crankstart<br>Foundation<br><u>(6)</u>                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                      | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--|--|---|---|--------------------------------------|---|--|--|
|  |  |   |   | Code V (A) (D)                       |   | Date<br>Exercisable Expiration<br>Date                         | Title  |
| Series A<br>Convertible<br>Junior<br>Participating<br>Preferred<br>Stock | <u>(7)</u>   | 11/26/2014                              |   | <u>J</u> <sup>(1)</sup>              | 1,333.683   | <u>(7)</u> <u>(7)</u>  | Class A<br>Common<br>Stock                                     |
| Series A<br>Convertible<br>Junior<br>Participating<br>Preferred<br>Stock | <u>(7)</u>   | 11/26/2014                              |   | <u>J</u> <sup>(1)</sup>              | 181.827   | <u>(7)</u> <u>(7)</u>  | Class A<br>Common<br>Stock                                     |
| Series A<br>Convertible  | <u>(7)</u>   | 11/26/2014                              |   | <u>J</u> <sup>(1)</sup>              | 406.435   | <u>(7)</u> <u>(7)</u>  | Class A<br>Common  |

|   |     |            |      |        |     |     |  |                      |
|---|-----|------------|------|--------|-----|-----|--|----------------------|
| Junior Participating Preferred Stock                      |     |            |      |        |     |     |  | Stock                |
| Series A Convertible Junior Participating Preferred Stock | (7) | 11/26/2014 | J(1) | 17.593 | (7) | (7) |  | Class A Common Stock |
| Series A Convertible Junior Participating Preferred Stock | (7) | 11/26/2014 | J(8) | 1.618  | (7) | (7) |  | Class A Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MORITZ MICHAEL J<br>3000 SAND HILL ROAD, 4-250<br>MENLO PARK, CA 94025 |               | X         |         |       |

## Signatures

/s/ Melinda Dunn as attorney-in-fact 12/01/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- Represents a pro rata in-kind distribution of the issuer's Class A Common Stock and Series A Convertible Junior Participating Preferred
- (1) Stock (the "Series A Stock") to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.  
  
Michael Moritz is a managing member of SCFF Management, LLC ("SCFF Management") and is a director of SC US (TTGP), LTD. SCFF Management is the sole general partner of Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. SC US (TTGP), LTD. is the sole general partner of SCGF IV Management, L.P., which is the sole general partner of Sequoia Capital US Growth Fund IV LP. and Sequoia Capital USGF Principals Fund IV LP. By virtue of these relationships, Mr. Moritz may be deemed to share voting and dispositive power with respect to the shares held by 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. [continued in footnote 3]
  - (3) Mr. Moritz disclaims beneficial ownership of such securities except to the extent of his 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) Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital Franchise Partners, L.P.

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- (5) Represents the receipt of shares of the issuer's Class A Common Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital USGF Principals Fund IV LP.

Shares held by The Crankstart Foundation. Mr. Moritz may be deemed to beneficially own the shares held by The Crankstart Foundation.

- (6) Mr. Moritz disclaims beneficial ownership of such securities except to the extent of his 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 purpose.

- (7) The Series A Stock is convertible into the issuer's Class A Common Stock on the basis of 1,000 shares of Class A Common Stock for each share of Series A Stock, and may be converted only in connection with transfers to unaffiliated third parties. The Series A Stock has no expiration date.

- (8) Represents the receipt of shares of the issuer's Series A Stock by virtue of the pro rata in-kind distributions described in footnote (1) above from Sequoia Capital USGF Principals Fund IV LP.

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

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