

GREEN DOT CORP
Form 4/A
January 25, 2012

FORM 4

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

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).

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 *
SCFF MANAGEMENT LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2011

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

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)
12/12/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/08/2011 | | C | | 2,488,099 | A | \$ 0 2,488,099 |

By
Sequoia
Capital
Franchise
Fund, L.P
(1)

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

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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 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCFF MANAGEMENT LLC 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |
| SEQUOIA CAPITAL FRANCHISE FUND LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |
| SEQUOIA CAPITAL FRANCHISE PARTNERS LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |
| SCGF GENPAR LTD 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |
| SCGF IV MANAGEMENT LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |
| SEQUOIA CAPITAL US GROWTH FUND IV LP 3000 SAND HILL ROAD BLDG 4, SUITE 250 MENLO PARK, CA 94025 | | X | | |

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV LP
 3000 SAND HILL ROAD
 BLDG 4, SUITE 250
 MENLO PARK, CA 94025

X

Signatures

| | |
|---|------------|
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, the managing member of SCFF Management, LLC | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCFF Management, LLC, which is the general partner of Sequoia Capital Franchise Fund, L.P. | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCFF Management, LLC, which is the general partner of Sequoia Capital Franchise Partners, L.P. | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd. | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing member of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P. | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IV, L.P. | 01/25/2012 |
| __Signature of Reporting Person | Date |
| /s/ Melinda Dunn, as attorney-in-fact for Douglas Leone, a managing director of SCGF GenPar Ltd., which is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital USGF Principals Fund IV, L.P. | 01/25/2012 |
| __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).
- (1) This amendment is filed solely to remove the checkmark from the box stating that the reporting persons are no longer subject to Section 16. The information included in Table I is taken from the first line of the information previously reported in the Form 4 filed on December 12, 2011, which information remains unchanged, and is included in this amendment solely to gain access to the SEC's EDGAR filing system, which requires that a Form 4 filing include at least one transaction in Table I or Table II. Other than the removal of the checkmark from the box indicating whether the reporting persons are no longer subject to Section 16, there are no changes to the information previously reported on the Form 4 filed on December 12, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.