

Smith W Thomas Jr  
 Form 4  
 July 29, 2010

**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 \*  
 Smith W Thomas Jr

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)  
 1230 PEACHTREE STREET, PROMENADE II, SUITE 1150

3. Date of Earliest Transaction (Month/Day/Year)  
 07/27/2010

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

(Street)  
 ATLANTA, GA 30309

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Indirect Beneficial Ownership (Instr. 4) |                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|
| Class A Common Stock            | 07/27/2010                           |  | C                              | V   | 675,000 A \$ 0  | 675,000  | I   | By TTP Fund, L.P. (1) |
| Class A Common Stock            | 07/27/2010                           |  | S                              | D   | \$ 33.48  | 0  | I   | By TTP Fund, L.P. (1) |
| Class A Common Stock            | 07/27/2010                           |  | P                              | A   | \$ 36   | 2,777  | D   |                       |

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

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(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) |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
|   |  |                                      |  |                                | (A)  | (D)       | Date Exercisable   | Expiration Date |   |
| Series A Convertible Preferred Stock <sup>(2)</sup>   | \$ 0   | 07/27/2010                           |  | C                              |  | 1,965,532 | <sup>(2)</sup>   | <sup>(2)</sup>  | Class B Common Stock <sup>(3)</sup>               |
| Series B Convertible Preferred Stock <sup>(2)</sup>   | \$ 0   | 07/27/2010                           |  | C                              |  | 363,372   | <sup>(2)</sup>   | <sup>(2)</sup>  | Class B Common Stock <sup>(3)</sup>               |
| Series C Convertible Preferred Stock <sup>(2)</sup>   | \$ 0   | 07/27/2010                           |  | C                              |  | 1,055,727 | <sup>(2)</sup>   | <sup>(2)</sup>  | Class B Common Stock <sup>(3)</sup>               |
| Series C-1 Convertible Preferred Stock <sup>(2)</sup> | \$ 0   | 07/27/2010                           |  | C                              |  | 722,152   | <sup>(2)</sup>   | <sup>(2)</sup>  | Class B Common Stock <sup>(3)</sup>               |
| Class B Common Stock <sup>(3)</sup>                   | \$ 0   | 07/27/2010                           |  | C                              | 4,106,783  |           | <sup>(3)</sup>   | <sup>(3)</sup>  | Class A Common Stock                              |
| Class B Common Stock <sup>(3)</sup>                   | \$ 0   | 07/27/2010                           |  | C                              |  | 675,000   | <sup>(3)</sup>   | <sup>(3)</sup>  | Class A Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Smith W Thomas Jr<br>1230 PEACHTREE STREET<br>PROMENADE II, SUITE 1150 | X             |           |         |       |

ATLANTA, GA 30309

## Signatures

/s/ Lina Davidian as attorney-in-fact for W. Thomas  
Smith

07/29/2010

\_\_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) The reporting person and Gardiner W. Garrard, III are the managing members of Total Technology Partners, LLC, which is the general partner of TTP Fund, L.P.
- (2) The convertible preferred stock converted into the issuer's Class B Common Stock on a 1-for-1 basis on the closing of the issuer's initial public offering and had no expiration date.
- (3) The Class B Common Stock is convertible at the holder's option into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

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.