

GREEN DOT CORP
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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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)
02/27/2014

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 Ownership Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 02/27/2014 | | J ⁽¹⁾ | | 616,773 | D | \$ 0 | 1,871,326 | I | By Sequoia Capital Franchise Fund, L.P. (2) (3) |
| Class A Common Stock | 02/27/2014 | | J ⁽⁴⁾ | | 111,628 | A | \$ 0 | 129,941 | D | |
| Class A Common Stock | 02/27/2014 | | J ⁽¹⁾ | | 84,156 | D | \$ 0 | 255,494 | I | By Sequoia Capital Franchise Partners, |

L.P. (2) (3)

Class A
Common Stock 02/27/2014 J⁽⁵⁾ 23,336 A \$ 0 153,277 D

Class A
Common Stock 382,073 I

By Sequoia
Capital US
Growth
Fund IV
LP (2) (3)

Class A
Common Stock 16,872 I

By Sequoia
Capital
USGF
Principals
Fund IV
LP (2) (3)

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) (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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A Convertible Junior Participating Preferred Stock | <u>(6)</u> | 02/27/2014 | | J ⁽¹⁾ | 1,311.287 | <u>(6)</u> <u>(6)</u> | Class A Common Stock 1,311 |
| Series A Convertible Junior Participating Preferred Stock | <u>(6)</u> | 02/27/2014 | | J ⁽¹⁾ | 178.727 | <u>(6)</u> <u>(6)</u> | Class A Common Stock 178, |
| Series A Convertible | <u>(6)</u> | | | | | <u>(6)</u> <u>(6)</u> | Class A Common 813, |

Junior
Participating
Preferred
Stock

Stock

Series A
Convertible
Junior
Participating
Preferred
Stock

(6)

(6)

(6)

Class A
Common
Stock

35,0

Reporting Owners

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

Signatures

/s/ Melinda Dunn as
attorney-in-fact

03/03/2014

**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.

(2) Michael Moritz is a managing member of SCFF Management, LLC ("SCFF Management") and is a managing director of SCGF GenPar, Ltd. ("SCGF GenPar"). 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., 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 Fund, L.P.

(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 Franchise Partners, L.P.

(6) 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.

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