

GREEN DOT CORP

Form 4

December 01, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
			Code	V	Amount	(A) or (D)	Price

Class A
Common
Stock

11/26/2014

J⁽¹⁾

627,307

D

\$ 0

627,246

I

By Sequoia
Capital
Franchise
Fund, L.P.
(2) (3)

Class A
Common
Stock

11/26/2014

J⁽¹⁾

85,615

D

\$ 0

85,723

I

By Sequoia
Capital
Franchise
Partners,
L.P. (2) (3)

Class A
Common

11/26/2014

J⁽⁴⁾

12,686

A

\$ 0

300,927

D

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Stock

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

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Series A Convertible Junior Participating Preferred Stock	(7)	11/26/2014		J ⁽¹⁾		1,333.683		(7)	(7)	Class A Common Stock	1,333.683
Series A Convertible Junior Participating Preferred Stock	(7)	11/26/2014		J ⁽¹⁾		181.827		(7)	(7)	Class A Common Stock	181.827
Series A Convertible	(7)	11/26/2014		J ⁽¹⁾		406.435		(7)	(7)	Class A Common	406.435

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 3000 SAND HILL ROAD, 4-250 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.

(2) 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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