

GREEN DOT CORP
Form 4
December 01, 2014

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 *
MORITZ MICHAEL J

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, 4-250

(Street)

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

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

MENLO PARK, CA 94025

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

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 Date	Title
Series A Convertible Junior Participating Preferred Stock	<u>(7)</u>	11/26/2014		<u>J</u> ⁽¹⁾	1,333.683	<u>(7)</u> <u>(7)</u>	Class A Common Stock
Series A Convertible Junior Participating Preferred Stock	<u>(7)</u>	11/26/2014		<u>J</u> ⁽¹⁾	181.827	<u>(7)</u> <u>(7)</u>	Class A Common Stock
Series A Convertible	<u>(7)</u>	11/26/2014		<u>J</u> ⁽¹⁾	406.435	<u>(7)</u> <u>(7)</u>	Class A 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 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.

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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