

Smith W Thomas Jr
Form 4
July 29, 2010

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 *
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)

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

ATLANTA, GA 30309

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/27/2010		C	675,000	A \$ 0 675,000	I	By TTP Fund, L.P. (1)
Class A Common Stock	07/27/2010		S	675,000	D \$ 33.48 0	I	By TTP Fund, L.P. (1)
Class A Common Stock	07/27/2010		P	2,777	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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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C			1,965,532	⁽²⁾	⁽²⁾	Class B Common Stock ⁽³⁾
Series B Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C			363,372	⁽²⁾	⁽²⁾	Class B Common Stock ⁽³⁾
Series C Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C			1,055,727	⁽²⁾	⁽²⁾	Class B Common Stock ⁽³⁾
Series C-1 Convertible Preferred Stock ⁽²⁾	\$ 0	07/27/2010		C			722,152	⁽²⁾	⁽²⁾	Class B Common Stock ⁽³⁾
Class B Common Stock ⁽³⁾	\$ 0	07/27/2010		C		4,106,783		⁽³⁾	⁽³⁾	Class A Common Stock
Class B Common Stock ⁽³⁾	\$ 0	07/27/2010		C			675,000	⁽³⁾	⁽³⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith W Thomas Jr 1230 PEACHTREE STREET 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.

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