

GREEN DOT CORP  
Form SC 13D/A  
December 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Green Dot Corporation**  
(Name of Issuer)

Class A Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

39304D 102  
(CUSIP Number)

Copies to:

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**Frederic D. Fenton**

**c/o Technology Crossover Ventures**

**528 Ramona Street**

**Palo Alto, California 94301**

**(650) 614-8200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 8, 2011**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box " ".

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

TCV VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES

1,177,071 SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0- SHARES OF COMMON STOCK  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,177,071 SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,177,071 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** 3.90%  
TYPE OF REPORTING PERSON

PN

(A) Please see Item 5

1 NAMES OF REPORTING PERSONS

TCV VII (A), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES

611,284 SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

-0- SHARES OF COMMON STOCK  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

611,284 SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

611,284 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** 2.03%  
TYPE OF REPORTING PERSON

PN

(A) Please see Item 5

1 NAMES OF REPORTING PERSONS

TCV MEMBER FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES 10,638 SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- SHARES OF COMMON STOCK  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10,638 SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,638 SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** 0.04%  
TYPE OF REPORTING PERSON

PN

(A) Please see Item 5



1 NAMES OF REPORTING PERSONS

2 TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF, OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES 8 1,788,355 SHARES OF COMMON STOCK (A)  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH 9 -0- SHARES OF COMMON STOCK  
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 1,788,355 SHARES OF COMMON STOCK (A)  
SHARED DISPOSITIVE POWER

WITH:

11 -0- SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,788,355 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** 5.93%  
TYPE OF REPORTING PERSON

PN

(A) Please see Item 5

1 NAMES OF REPORTING PERSONS

TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER:

NUMBER OF

SHARES 1,798,993 SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH -0- SHARES OF COMMON STOCK  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,798,993 SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,798,993 SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

OO

(A) Please see Item 5

1 NAMES OF REPORTING PERSONS

JAY C. HOAG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES

-0- SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

1,798,993 SHARES OF COMMON STOCK  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

11 1,798,993 SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5

1 NAMES OF REPORTING PERSONS

RICHARD H. KIMBALL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES  -0- SHARES OF COMMON STOCK (A)  
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,798,993 SHARES OF COMMON STOCK  
EACH  SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0- SHARES OF COMMON STOCK (A)  
 SHARED DISPOSITIVE POWER

WITH:

11 1,798,993 SHARES OF COMMON STOCK  
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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS

JOHN L. DREW

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

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BENEFICIALLY

OWNED BY

EACH

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9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS

JON Q. REYNOLDS, JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

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8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

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9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

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12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

**IN**  
Please see Item 5.

1 NAMES OF REPORTING PERSONS

WILLIAM J.G. GRIFFITH IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES  -0- SHARES OF COMMON STOCK (A)  
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,798,993 SHARES OF COMMON STOCK  
EACH  SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0- SHARES OF COMMON STOCK (A)  
 SHARED DISPOSITIVE POWER

WITH:

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12 1,798,993 SHARES OF COMMON STOCK (A)  
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**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS

ROBERT W. TRUDEAU

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

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UNITED STATES CITIZEN

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REPORTING

PERSON  -0- SHARES OF COMMON STOCK (A)  
 SHARED DISPOSITIVE POWER

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12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.



1 NAMES OF REPORTING PERSONS

CHRISTOPHER P. MARSHALL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES  -0- SHARES OF COMMON STOCK (A)  
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,798,993 SHARES OF COMMON STOCK  
EACH  SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0- SHARES OF COMMON STOCK (A)  
 SHARED DISPOSITIVE POWER

WITH:

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS

TIMOTHY P. McADAM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

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UNITED STATES CITIZEN

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NUMBER OF

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 SHARED VOTING POWER

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EACH  SOLE DISPOSITIVE POWER

REPORTING

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS

JOHN C. ROSENBERG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES  -0- SHARES OF COMMON STOCK (A)  
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  1,798,993 SHARES OF COMMON STOCK  
EACH  SOLE DISPOSITIVE POWER

REPORTING

PERSON  -0- SHARES OF COMMON STOCK (A)  
 SHARED DISPOSITIVE POWER

WITH:

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.

1 NAMES OF REPORTING PERSONS

DAVID L. YUAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES CITIZEN

7 SOLE VOTING POWER:

NUMBER OF

SHARES

-0- SHARES OF COMMON STOCK (A)  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

1,798,993 SHARES OF COMMON STOCK  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- SHARES OF COMMON STOCK (A)  
10 SHARED DISPOSITIVE POWER

WITH:

11 1,798,993 SHARES OF COMMON STOCK  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,798,993 SHARES OF COMMON STOCK (A)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**14** *5.97%*  
TYPE OF REPORTING PERSON

IN

(A) Please see Item 5.



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**Item 1. Security and Issuer**

This statement relates to shares of Class A Common Stock, par value \$0.001 per share (the Class A Common Stock), of Green Dot Corporation, a Delaware corporation (GDOT or the Company). The Company's principal executive offices are located at 605 East Huntington Drive, Suite 205, Monrovia, California 91016.

**Item 2. Identity and Background**

(a)-(c), (f). This statement is being filed by (1) TCV VII, L.P., a Cayman Islands exempted limited partnership (TCV VII), (2) TCV VII (A), L.P., a Cayman Islands exempted limited partnership (TCV VII(A)), (3) TCV Member Fund, L.P., a Cayman Islands exempted limited partnership (Member Fund) and, together with TCV VII and TCV VII(A), the TCV Funds), (4) Technology Crossover Management VII, L.P., a Cayman Islands exempted limited partnership (TCM VII), (5) Technology Crossover Management VII, Ltd., a Cayman Islands exempted company (Management VII), (6) Jay C. Hoag (Mr. Hoag), (7) Richard H. Kimball (Mr. Kimball), (8) John L. Drew (Mr. Drew), (9) Jon Q. Reynolds, Jr. (Mr. Reynolds), (10) William J.G. Griffith IV (Mr. Griffith), (11) Robert W. Trudeau (Mr. Trudeau), (12) Christopher P. Marshall (Mr. Marshall), (13) Timothy P. McAdam (Mr. McAdam), (14) John C. Rosenberg (Mr. Rosenberg) and (15) David L. Yuan (Mr. Yuan). TCV VII, TCV VII(A), Member Fund, TCM VII, Management VII, Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan are sometimes collectively referred to herein as the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this statement is incorporated by reference as Exhibit 1 hereto.

TCV VII, TCV VII(A), Member Fund, TCM VII and Management VII (collectively, the TCV Entities) are each principally engaged in the business of investing in securities of privately and publicly held companies. TCM VII is the direct general partner of TCV VII and TCV VII(A). Management VII is the direct general partner of TCM VII, the ultimate general partner of TCV VII and TCV VII(A) and a general partner of Member Fund. The address of the principal business and office of each of the TCV Entities is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan (collectively, the Class A Directors) are the Class A Directors of Management VII. The Class A Directors are each United States citizens and the present principal occupation of each is as a venture capital investor. The business address of each of the Class A Directors is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of the Reporting Persons has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities filed on August 6, 2010 (as amended by Amendment No. 1 filed on February 16, 2011 and Amendment No. 2 filed on August 18, 2011, the Original 13D) is incorporated by reference herein.

**Item 4. Purpose of Transaction**

The Reporting Persons acquired the securities referenced in Item 3 for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Class A Common Stock in the open market, in connection with issuances by the Company or sales by other stockholders in transactions registered under the Securities Act of 1933, as amended, in privately negotiated transactions or otherwise and/or retain and/or sell or otherwise dispose of all or a portion of their shares in the open market, through transactions registered under the Securities Act, through privately negotiated transactions or through distributions to their respective partners or otherwise. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Class A Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operating results and prospects; the relative attractiveness of alternative business and investment opportunities; the passivity and conversion commitments described in Item 6 below and applicable regulations governing non-control investments in banks and bank holding companies; and other future developments.

Except as set forth above and in Item 4 of the Original 13D (which is incorporated by reference herein), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

On February 24, 2010, the Company entered into a definitive agreement to acquire 100% of the outstanding common shares and voting interest of Bonneville Bancorp (the Bonneville Agreement). On December 8, 2011, effective immediately prior to the consummation of the transactions contemplated by the Bonneville Agreement (the Bonneville Transactions), the TCV Funds elected to convert 100% of the shares of Class B Common Stock held by them, as set forth in the table below, into an equal number of shares of Class A Common Stock:

Name	Number of Shares
TCV VII	1,053,588
TCV VII(A)	547,154
Member Fund	9,899
<b>TOTAL</b>	<b>1,610,641</b>

**Item 5. Interest in Securities of the Issuer**

(a), (b). As of the close of business on December 8, 2011, the Reporting Persons owned directly and/or indirectly the following shares:

Name of Investor	Number of Total Shares (**)	Percentage of Outstanding Shares(*)
TCV VII	1,177,071	3.90%
TCV VII(A)	611,284	2.03%
Member Fund	10,638	Less than 1 %
TCM VII	1,788,355	5.93%
Management VII	1,798,993	5.97%
Mr. Hoag	1,798,993	5.97%
Mr. Kimball	1,798,993	5.97%
Mr. Drew	1,798,993	5.97%
Mr. Reynolds	1,798,993	5.97%
Mr. Griffith	1,798,993	5.97%
Mr. Trudeau	1,798,993	5.97%
Mr. Marshall	1,798,993	5.97%
Mr. McAdam	1,798,993	5.97%
Mr. Rosenberg	1,798,993	5.97%
Mr. Yuan	1,798,993	5.97%

(\*) All percentages in this table are based on 30,156,699 shares of Class A Common Stock of the Company outstanding as of December 6, 2011 (giving effect to the conversion of certain shares of Class B Common Stock into shares of Class A Common Stock in connection with the consummation of the Bonneville Transaction), as reported by the Company to the Reporting Persons.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

Each of the TCV Funds has the sole power to dispose or direct the disposition of the shares which it holds directly, and has the sole power to vote or direct the vote of such shares.

Management VII, as the ultimate general partner of TCV VII and TCV VII(A) and a general partner of the Member Fund, and TCM VII, as the direct general partner of TCV VII and TCV VII(A), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and, with respect to Management VII, certain of the shares held by Member Fund and have the sole power to direct the vote of such shares. Each of Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein.

Under the memorandum and articles of association of Management VII, the Class A Directors have the shared power to dispose or direct the disposition of the shares held by TCV VII and TCV VII(A) and certain of the shares held by Member Fund and the shared power to direct the vote of such shares. Each of the Class A Directors disclaims beneficial ownership of the securities owned by Management VII, TCM VII, TCV VII, TCV VII(A) and Member Fund except to the extent of their respective pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Class A Common Stock owned beneficially or of record by any other Reporting Person.

(c). None of the Reporting Persons have effected any transaction in the Company stock during the past 60 days.

(d). Not applicable.

(e). Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

In connection with the consummation of the Bonneville Transaction, on December 8, 2011, the Company, the TCV Funds and certain other parties entered into the Second Amendment to the Ninth Amended and Restated Registration Rights Agreement dated May 27, 2010 (the Second Amendment ). A copy of the Second Amendment is attached hereto as Exhibit 9 and is incorporated by reference herein.

Except as set forth herein and in Item 6 of the Original 13D (as amended by Amendment No. 1 filed on February 16, 2011 and Amendment No. 2 filed on August 18, 2011), which is incorporated by reference herein, none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

**Item 7. Material to Be Filed as Exhibits**

Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D with respect to the Company s securities filed on August 18, 2011)

Exhibit 2 Ninth Amended and Restated Registration Rights Agreement dated May 27, 2010 (incorporated by referenced from Exhibit 4.01 to Green Dot Corporation s Registration Statement on Form S-1 filed on February 26, 2010)

Exhibit 3 First Amendment to Ninth Amended and Restated Registration Rights Agreement dated July 16, 2010 (incorporated by reference from Exhibit 4.02 to Green Dot Corporation s Registration Statement on Form S-1 filed on July 19, 2010)

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to the Schedule 13D relating to the common stock of Interactive Brokers Group, Inc. filed on July 10, 2009)

Exhibit 5 Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Reporting Persons initial statement on Schedule 13D with respect to the Company s securities filed on August 6, 2010)

Exhibit 6 Passivity Commitments Letter, dated as of August 12, 2011, from TCV VII, LP, TCV VII (A), L.P. and TCV Member Fund, L.P. to the Board of Governors of the Federal Reserve System (incorporated by reference from Exhibit 6 to the Schedule 13D with respect to the Company's securities filed on August 18, 2011)

Exhibit 7 Commitment Letter Regarding Green Dot Share Conversion, dated as of August 12, 2011, from TCV VII, LP, TCV VII (A), L.P. and TCV Member Fund, L.P. to the Board of Governors of the Federal Reserve System (incorporated by reference from Exhibit 7 to the Schedule 13D with respect to the Company's securities filed on August 18, 2011)

Exhibit 8 Statement Appointing Designated Filer and Authorized Signatories dated December 31, 2010 (incorporated by reference from Exhibit 6 to the Schedule 13D relating to the common stock of K12 Inc. filed on May 2, 2011)

Exhibit 9 Second Amendment to Ninth Amended and Restated Registration Rights Agreement dated December 8, 2011

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2011

**TCV VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TCV VII (A), L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TCV MEMBER FUND, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT VII, L.P.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT VII, LTD.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**JAY C. HOAG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**RICHARD H. KIMBALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**JOHN L. DREW**

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By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**JON Q. REYNOLDS, JR.**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**WILLIAM J.G. GRIFFITH IV**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**ROBERT W. TRUDEAU**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**CHRISTOPHER P. MARSHALL**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TIMOTHY P. McADAM**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**JOHN C. ROSENBERG**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**DAVID L. YUAN**

By: */s/ Frederic D. Fenton*  
Name: Frederic D. Fenton  
Title: Authorized Signatory

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