SEC Form 3

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB Number: 3235-0104 Estimated average burden hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WAL MART STORES INC	2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2010	3. Issuer Name and Ticker or Trading Symbol <u>GREEN DOT CORP</u> [ GDOT ]			
(Last) (First) (Middle) 702 S.W. EIGHTH STREET		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) below)	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) BENTONVILLE AR 72716 (City) (State) (Zip)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	2,208,552 <sup>(1)(2)</sup>	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Exercise	nversion Form: Direct Exercise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Date Exercis	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Indirect (I) Derivative (Instr. 5) Security	

## Explanation of Responses:

1. All of these shares were initially subject to a right of repurchase by Green Dot Corporation ("Green Dot"). The repurchase right lapses with respect to 36,810 shares on each of June 1, 2010, June 27, 2010 and on the 27th day of each month thereafter (until none of the shares remain subject to the right of repurchase), provided that certain conditions are met and subject to certain exceptions.

2. The reporting person has granted an irrevocable proxy to Green Dot to vote the shares in the same proportion as the votes cast by the other stockholders of Green Dot.

/s/ Jane Thompson, Senior Vice President

\*\* Signature of Reporting Person

07/21/2010 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMB APPROVAL

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