

Shifke Mark L  
Form SC 13G/A  
February 14, 2012

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT TO §240.13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2

(Amendment No. 1)\*

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)

December 31, 2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box below to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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).

SCHEDULE 13G - AMENDMENT 1

CUSIP No. 39304D 102

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON  
 Mark L. Shifke  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)    
 (b)

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S.

|   |    |   |                                 |
|---|----|---|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER   | 0                               |
|   |    | SHARED VOTING POWER   | 1,005,547 shares <sup>(1)</sup> |
|   | 6  | SOLE DISPOSITIVE POWER  | 0                               |
|   | 7  | SHARED DISPOSITIVE POWER  | 1,005,547 shares <sup>(1)</sup> |
|   | 8  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                                 |
|   |    | 1,005,547 shares <sup>(1)</sup>   |                                 |
|   | 9  | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |                                 |
|   | 10 | R   |                                 |
|   | 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                                 |
|   |    | 3.2% <sup>(2)</sup>   |                                 |
|   | 12 | TYPE OF REPORTING PERSON (See Instructions)   |                                 |
|   |    | IN  |                                 |

(1) Represents 585,863 shares of Class A Common Stock held by Mark L. Shifke and Patricia W. Shifke as joint tenants, and 419,684 shares of Class A Common Stock held by children individually who are members of the household of Mark L. Shifke and Patricia W. Shifke, held by trusts for the benefit of certain of such children, or held by a limited liability company of which such children or such trusts are members. Excludes 75,000 shares issuable upon exercise of stock options granted under the Issuer's equity incentive plan to Mark L. Shifke, who is an employee of the issuer, that are unvested and not exercisable within 60 days of December 31, 2011.

(2) The percent of class is based on 30,161,742 shares of Class A Common Stock outstanding as of December 31, 2011.



SCHEDULE 13G - AMENDMENT 1

CUSIP No. 39304D 102

Page 3 of 6 Pages

1 NAME OF REPORTING PERSON  
 Patricia W. Shifke  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)    
 (b)

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S.

|   |    |   |                                 |
|---|----|---|---------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER   | 0                               |
|   |    | SHARED VOTING POWER   | 1,005,547 shares <sup>(1)</sup> |
|   | 6  | SOLE DISPOSITIVE POWER  | 0                               |
|   | 7  | SHARED DISPOSITIVE POWER  | 1,005,547 shares <sup>(1)</sup> |
|   | 8  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                                 |
|   |    | 1,005,547 shares <sup>(1)</sup>   |                                 |
|   | 9  | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) |                                 |
|   | 10 | R   |                                 |
|   | 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                                 |
|   |    | 3.2% <sup>(2)</sup>   |                                 |
|   | 12 | TYPE OF REPORTING PERSON (See Instructions)   |                                 |
|   |    | IN  |                                 |

(1) Represents 585,863 shares of Class A Common Stock held by Mark L. Shifke and Patricia W. Shifke as joint tenants, and 419,684 shares of Class A Common Stock held by children individually who are members of the household of Mark L. Shifke and Patricia W. Shifke, held by trusts for the benefit of certain of such children, or held by a limited liability company of which such children or such trusts are members. Excludes 75,000 shares issuable upon exercise of stock options granted under the Issuer's equity incentive plan to Mark L. Shifke, who is an employee of the issuer, that are unvested and not exercisable within 60 days of December 31, 2011.

(2) The percent of class is based on 30,161,742 shares of Class A Common Stock outstanding as of December 31, 2011.



SCHEDULE 13G - AMENDMENT 1

CUSIP No. 39304D 102

Page 4 of 6 Pages

Item 1.

- (a) Name of Issuer:  
Green Dot Corporation (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices:  
605 East Huntington Drive, Suite 205  
Monrovia, CA 91016

Item 2.

- (a) Name of Person Filing:  
Mark L. Shifke and Patricia W. Shifke, who are husband and wife
- (b) Address of Principal Business Office:  
c/o Wiener Associates  
333 Texas Street, Suite 2290  
Shreveport, LA 71101
- (c) Citizenship:  
U.S.
- (d) Title of Class of Securities:  
Class A Common Stock, par value \$0.001 per share
- (e) CUSIP Number:  
39304D 102

Item 3. Not applicable

Item 4. Ownership

The following information with respect to the ownership of the Class A Common Stock of the Issuer by the Reporting Person is provided as of December 31, 2011. Each of the reporting persons disclaims beneficial ownership of the securities held by their major children individually and by trusts for the benefit of such children:

- (a) Amount beneficially owned:  
See Row 9 of cover page for each reporting person
- (b) Percent of class:

See Row 11 of cover page for each reporting person

---

SCHEDULE 13G - AMENDMENT 1

CUSIP No. 39304D 102

Page 5 of 6 Pages

- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each reporting person
  - (ii) Shared power to vote or to direct the vote:  
See Row 6 of cover page for each reporting person
  - (iii) Sole power to dispose or to direct the disposition of:  
See Row 7 of cover page for each reporting person
  - (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each reporting person

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: R

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Identification and Classification of Members of the Group

Not applicable

Item 10. Certification

Not applicable





SCHEDULE 13G - AMENDMENT 1

CUSIP No. 39304D 102

Page 6 of 6 Pages

**SIGNATURE**

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

Dated: February 9, 2012

/s/ Mark L. Shifke

Name: Mark L. Shifke

Dated: February 9, 2012

/s/ Patricia W. Shifke

Name: Patricia W. Shifke

---

Exhibit A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) (1) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of each of them.

Dated: February 9, 2012

/s/ Mark L. Shifke  
Name: Mark L. Shifke

Dated: February 9, 2012

/s/ Patricia W. Shifke  
Name: Patricia W. Shifke