

Troughton Mark T
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

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1 NAME OF REPORTING PERSON
 Mark T. Troughton
 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 1,130,270 shares ⁽¹⁾⁽²⁾
 SOLE VOTING POWER
 6 126,250 shares ⁽²⁾⁽³⁾
 SHARED VOTING POWER
 7 1,130,270 shares ⁽¹⁾⁽²⁾
 SOLE DISPOSITIVE POWER
 8 126,250 shares ⁽²⁾⁽³⁾
 SHARED DISPOSITIVE POWER
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,256,520 shares ⁽¹⁾⁽²⁾⁽³⁾
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
 10 Instructions)

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 11 4.0% *
 TYPE OF REPORTING PERSON (See Instructions)
 12 IN

(1) Represents 68,755 shares of Class A common stock held by the Reporting Person, 57,633 shares of Class B common stock held by the Mark Troughton GRAT DTD 6/22/10, for which the Reporting Person is trustee, 448,249 shares of Class B common stock held by the Reporting Person and 555,633 shares of Class B common stock subject to options held by the Reporting Person that are exercisable within 60 days of December 31, 2011.
 (2) The Class B common stock of the Issuer is convertible at the holder's option into the Issuer's Class A common stock on a 1-for-1 basis.
 Represents 57,633 shares of Class B common stock held by the Tara McWhirter GRAT DTD 6/22/2010, for
 (3) which the Reporting Person's spouse is the trustee, and 68,617 shares of Class A common stock held by the Reporting Person's spouse.

*

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Based on 30,161,742 shares of Class A common stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus the number of shares of Class B common stock held by the Reporting Person or affiliates of the Reporting Person, which are treated as outstanding only for the purpose of computing the percentage ownership of the Reporting Person.

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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 T. Troughton (the "Reporting Person")
- (b) Address of Principal Business Office:
c/o Green Dot Corporation
605 East Huntington Drive, Suite 205
Monrovia, CA 91016
- (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:

- (a) Amount beneficially owned:
See Row 9 of cover page for the Reporting Person
- (b) Percent of class:
See Row 11 of cover page for the Reporting Person

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- (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 the Reporting Person
 - (ii) Shared power to vote or to direct the vote:
See Row 6 of cover page for the Reporting Person
 - (iii) Sole power to dispose or to direct the disposition of:
See Row 7 of cover page for the Reporting Person
 - (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for the 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

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

/s/ Mark T. Troughton

Name: Mark T. Troughton