

GREEN DOT CORP  
Form 8-A12B  
July 13, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
GREEN DOT CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

**95-4766827**

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

**605 East Huntington Drive, Suite 205  
Monrovia, CA**

**91016**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

**Class A Common Stock, par value \$0.001 per share**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-165081.

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of Class)

(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the class A common stock, par value \$0.001 per share (the Class A Common Stock), of Green Dot Corporation (the Registrant) is set forth under the caption Description of Capital Stock in the prospectus constituting part of the Registrant's registration statement on Form S-1 (Registration No. 333-165081) initially filed with the Securities and Exchange Commission (the Commission) on February 26, 2010, as thereafter amended (the Registration Statement), which description is incorporated herein by reference. The description of the Class A Common Stock included in any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for this registration statement on Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 13, 2010

**GREEN DOT CORPORAITON**

By: /s/ Steven W. Streit  
Steven W. Streit  
President and Chief Executive Officer