

HATTON DEAN
Form 4
September 14, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HATTON DEAN

(Last) (First) (Middle)

C/O HIGHER ONE HOLDINGS, INC., 115 MUNSON STREET

(Street)

NEW HAVEN, CT 06511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Higher One Holdings, Inc. [ONE]

3. Date of Earliest Transaction (Month/Day/Year)

02/09/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/09/2012 | | M | | 111,573 | A | \$ 0.2 | 330,658 ⁽¹⁾ | D | |
| Common Stock | 06/30/2012 | | D | | 7,584 ⁽²⁾ | D | \$ 0 | 323,074 | D | |
| Common Stock | 09/12/2012 | | S ⁽³⁾ | | 25,000 | D | \$ 12.86 ⁽⁴⁾ | 298,074 | D | |
| Common Stock | 09/12/2012 | | S ⁽³⁾ | | 25,000 | D | \$ 12.86 ⁽⁵⁾ | 55,000 | I | by the Dean W. Hatton GRAT of |

2011

| | | | | | | | | |
|--------------|------------|------------------|--------|---|--------------------|---------|---|------------------------------------|
| Common Stock | 09/13/2012 | S ⁽³⁾ | 40,000 | D | \$ 12.34 (6) | 258,074 | D | |
| Common Stock | 09/13/2012 | S ⁽³⁾ | 40,000 | D | \$ 12.34 (7) | 15,000 | I | by the Dean W. Hatton GRAT of 2011 |
| Common Stock | 09/14/2012 | S ⁽³⁾ | 58,345 | D | \$ 12.8 (8) | 199,729 | D | |
| Common Stock | 09/14/2012 | S ⁽³⁾ | 15,000 | D | \$ 12.69 (9) | 0 | I | by the Dean W. Hatton GRAT of 2011 |

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

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 control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 0.2 | 02/09/2012 | | M | 111,573 | 03/18/2005 | 03/26/2012 | Common Stock | 111,573 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HATTON DEAN C/O HIGHER ONE HOLDINGS, INC. | | | X | |

115 MUNSON STREET
NEW HAVEN, CT 06511

Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Dean
Hatton

09/14/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) A total of 23,920 shares previously held directly by Mr. Hatton were transferred to the Dean W. Hatton GRAT of 2011. Beginning March 23, 2012, these shares were erroneously included under both Mr. Hatton's direct ownership and his indirect ownership by the Dean W. Hatton GRAT of 2011.

(2) 7,584 shares of unvested restricted stock that were previously reported under Mr. Hatton's direct ownership were forfeited due to his retirement.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2012.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.62 and \$12.98.
(4) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.63 and \$13.00.
(5) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.00 and \$12.84.
(6) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.00 and \$12.92.
(7) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.32 and \$13.07.
(8) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.30 and \$12.90.
(9) Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer, or a security holder of the issuer.

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

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