

HATTON DEAN
Form 4
August 14, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

08/10/2012

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 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)
Common Stock	08/10/2012		M	78,880 A	\$ 4.59 144,351	D	
Common Stock	08/10/2012		S	78,880 D	\$ 11.61 65,471 (1)	D	
Common Stock	08/13/2012		M	93,777 A	\$ 4.59 159,248	D	
Common Stock	08/13/2012		S	93,777 D	\$ 11.17 65,471 (2)	D	
					198,920	I	

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Common
Stock

by the
Dean W.
Hatton
GRAT

Common
Stock

125,000 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.

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.59	08/10/2012		M	78,880	09/25/2013 ⁽³⁾ 09/29/2012	Common Stock	78,880
Stock Option (Right to Buy)	\$ 4.59	08/13/2012		M	93,777	09/25/2013 ⁽³⁾ 09/29/2012	Common Stock	93,777

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HATTON DEAN C/O HIGHER ONE HOLDINGS, INC. 115 MUNSON STREET NEW HAVEN, CT 06511	X

Signatures

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

08/14/2012

__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).
- The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$11.41 and \$11.77.
- (1) 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 \$11.00 and \$11.60.
- (2) 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.
- (3) This option vests at a rate of 25% on 9/25/2009, and in 36 equal monthly installments over the following three years. Mr. Hatton will have until September 29, 2012 to exercise this option as a result of his retirement.

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

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