

Higher One Holdings, Inc.  
Form 4  
June 14, 2013

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

OMB APPROVAL

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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 \*  
**LASATER MILES**

2. Issuer Name and Ticker or Trading Symbol  
**Higher One Holdings, Inc. [ONE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O HIGHER ONE HOLDINGS, INC., 115 MUNSON STREET**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/12/2013**

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**NEW HAVEN, CT 06511**

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/12/2013                           |  | S <sup>(1)</sup>               |   | 2,525   | D  | \$<br>10.63<br><u>(2)</u>         |
| Common Stock                    | 06/13/2013                           |  | S <sup>(1)</sup>               |   | 27,475  | D  | \$<br>10.51<br><u>(3)</u>         |
| Common Stock                    |                                      |  |                                |   | 154,674   | I  |                                   |

By the  
Miles  
Hanson  
Lasater  
2009  
GRAT

|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 196,000 | I | By the Miles Hanson Lasater 2012 Spray Trust dated 11/1/12   |
| Common Stock | 196,000 | I | By the Glyn Elizabeth Lasater 2012 Spray Trust dated 11/1/12 |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |           |       |
|--------------------------------|---------------|-----------|-----------|-------|
|                                | Director      | 10% Owner | Officer   | Other |
|                                | X             |           | President |       |

LASATER MILES  
C/O HIGHER ONE HOLDINGS, INC.  
115 MUNSON STREET  
NEW HAVEN, CT 06511

## Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Miles  
Lasater

06/14/2013

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 21, 2013.  
The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$10.50 and \$10.70.
  - (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.  
The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$10.50 and \$10.55.
  - (3) 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.  
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