

HATTON DEAN  
Form 4  
September 12, 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)  
09/10/2012

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 (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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/10/2012		S	20,000	D	\$ 12.44	223,005 <sup>(2)</sup> <u>(1)</u>	D
Common Stock	09/10/2012		S	20,000	D	\$ <u>(2)</u> 12.45 <u>(1)</u>	1,386 <sup>(2)</sup>	I
							by the Dean Hatton TTEE TR DTD 06/10/10 FBO Hatton Children	

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Common Stock	09/10/2012	S	20,000	D	\$ <u>12.44</u> <sup>(1)</sup>	105,000	I	(2) by the Dean W. Hatton GRAT of 2011
Common Stock	09/11/2012	S	25,000	D	\$ <u>12.7</u> <sup>(3)</sup>	198,005 <sup>(2)</sup>	D	
Common Stock	09/11/2012	S	<u>1,386</u> <sup>(2)</sup>	D	\$ <u>12.55</u> <sup>(4)</sup>	0	I	by the Dean Hatton TTEE TR DTD 06/10/10 FBO Hatton Children <u>(2)</u>
Common Stock	09/11/2012	S	25,000	D	\$ <u>12.7</u> <sup>(5)</sup>	80,000	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

# 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 09/12/2012

\*\*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) The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.26 and \$12.66. 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.
  - (2) The Dean W. Hatton GRAT expired pursuant to its terms and, upon expiration, 177,534 shares were transferred to Dean Hatton directly and 21,386 shares were transferred to the Dean Hatton TTEE TR DTD 06/10/10 FBO Hatton Children.
    - (3) The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.38 and \$12.94. 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.
    - (4) The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.40 and \$12.62. 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.
    - (5) The price represents the weighted average sale price of multiple transactions on the reported date at prices between \$12.40 and \$12.92. 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.