

LASATER MILES
Form 3/A
May 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â LASATER MILES
(Last) (First) (Middle)

C/O HIGHER ONE HOLDINGS, INC., Â 25 SCIENCE PARK

(Street)

NEW HAVEN, Â CT Â 06511

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/16/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

06/16/2010

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

1,774,205 ⁽¹⁾

277,721 ⁽²⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Â

By Miles Hanson Lasater 2009 GRAT

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

SEC 1473 (7-02)

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.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LASATER MILES C/O HIGHER ONE HOLDINGS, INC. 25 SCIENCE PARK NEW HAVEN, CT 06511 | Â | Â | Â Chief Operations Officer | Â |

Signatures

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

05/10/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 original Form 3 incorrectly reported the number of shares as 2,050,836; the correct number is 1,774,205.
- (2) The original Form 3 incorrectly reported the number of shares as 300,000; the correct number is 277,721.

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.