

HATTON DEAN  
Form 3  
June 16, 2010

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HATTON DEAN		(Month/Day/Year)	Higher One Holdings, Inc. [ONE]	
(Last)	(First)	(Middle)	06/16/2010	
C/O HIGHER ONE HOLDINGS, INC., Â 25 SCIENCE PARK			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW HAVEN, Â CT Â 06511			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President and CEO	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	15,471	D	Â
Common stock	300,000	I	By the Dean W. Hatton 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)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to buy)	03/18/2005	03/17/2012	Common Stock	1,217,100	\$ 0.2	D	Â
Stock Option (Right to buy)	03/03/2007	03/02/2014	Common Stock	75,000	\$ 0.29	D	Â
Stock Option (Right to buy)	01/17/2009	01/16/2016	Common Stock	180,000	\$ 0.67	D	Â
Stock Option (Right to buy)	01/23/2010	01/22/2017	Common Stock	75,000	\$ 1.34	D	Â
Stock Option (Right to buy)	12/07/2010	12/06/2017	Common Stock	58,749	\$ 2.67	D	Â
Stock Option (Right to buy)	12/07/2009	12/06/2017	Common Stock	16,251	\$ 2.67	D	Â
Stock Option (Right to buy)	Â <sup>(1)</sup>	09/24/2018	Common Stock	375,000	\$ 4.59	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATTON DEAN C/O HIGHER ONE HOLDINGS, INC. 25 SCIENCE PARK NEW HAVEN, CT 06511	Â	Â	Â President and CEO	Â

## Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Dean Hatton 06/15/2010

\_\_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) This option vests at a rate of 25% on 9/25/2009, and in 36 equal monthly installments over the following three years, so that it will be fully vested after 9/25/2013.

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.