Kanji Shamez Form 3/A May 10, 2011

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

(First)

Person *

Kanji Shamez

(Last)

(Middle)

Statement

(Month/Day/Year)

06/16/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

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

(Street)

Higher One Holdings, Inc. [ONE]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

06/16/2010

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

5. If Amendment, Date Original

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

NEW HAVEN. CTÂ 06511

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

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

Direct (D) or Indirect

(I) (Instr. 5)

Â Common stock $179,982 \frac{(1)}{2}$ D

Common stock $3,124,771 \stackrel{(2)}{=}$ Ι By North Hill Ventures

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

Conversion

Ownership

6. Nature of Indirect Beneficial Ownership

Form of (Instr. 5) or Exercise

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kanji Shamez

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

NEW HAVEN, CTÂ 06511

Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Shamez
Kanji
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 0; the correct number is 179,982.
- (2) The original form 3 incorrectly reported the number of shares as 3,600,000; the correct number is 3,124,771.

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.

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