**HATTON DEAN** Form 3/A May 10, 2011

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

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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 \*

 **HATTON DEAN** 

C/O HIGHER ONE

HOLDINGS, INC., 25 SCIENCE PARK

(Last) (First)

(Middle)

Statement

(Month/Day/Year)

06/16/2010

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

Higher One Holdings, Inc. [ONE]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

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

(Check all applicable)

\_X\_ Director 10% Owner \_X\_ Officer Other

(give title below) (specify below) President and CEO

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW HAVEN, CTÂ 06511

(City) (State) (Zip)

(Street)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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 2. Date Exercisable and

(Instr. 4)

**Expiration Date** 

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4 Conversion or Exercise

Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

(Instr. 4) Title

Amount or Number of Derivative Security: Security

Date Expiration Exercisable Date

Direct (D)

5.

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Stock Option (Right to buy)  $03/18/2005 \quad 03/17/2012 \quad \begin{array}{c} \text{Common} & 984,340 \\ \text{Stock} & \begin{array}{c} 0 \\ \end{array} \\ \end{array} \\ \begin{array}{c} \text{Ommon} \\ \text{Stock} \\ \end{array} \\ \begin{array}{c} \begin{array}{c} 0 \\ \end{array} \\ \end{array} \\ \begin{array}{c} \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} A \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array} \\ \\ \begin{array}{c} 0 \\ \end{array} \\ \\ \begin{array}{c} 0 \\ \end{array} \\ \\ \begin{array}{c} 0 \\ \end{array} \\ \begin{array}{c} 0 \\ \end{array}$ 

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HATTON DEAN

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

NEW HAVEN, CTÂ 06511

### **Signatures**

/s/ Thomas D. Kavanaugh as attorney-in-fact for Dean
Hatton 05/10/2011

\*\*Signature of Reporting Person

# **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 options as 1,217,100; the correct number is 984,340.

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.

Date

Reporting Owners 2