

Higher One Holdings, Inc.  
Form 3  
January 14, 2014

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LY Holdings, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O LIGHTYEAR CAPITAL,Â 9 WEST 57TH STREET, 31ST FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Higher One Holdings, Inc. [ONE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	7,194,863	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock	38,179	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock	18,903	D <u>(5)</u>	Â

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

SEC 1473 (7-02)

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**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 (Month/Day/Year)	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			
Stock Options (right to buy)	Â (6)	12/04/2019	Common Stock	30,000	\$ 10.8	I	See footnotes (1) (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LY Holdings, LLC C/O LIGHTYEAR CAPITAL 9 WEST 57TH STREET, 31ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Vassallo Mark F C/O LIGHTYEAR CAPITAL 9 WEST 57TH STREET, 31ST FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

## Signatures

LY HOLDINGS, LLC By: /s/ Timothy J. Kacani, Name: Timothy J. Kacani, Title: Attorney-in-Fact for Mark F. Vassallo, Managing Member	01/14/2014
**Signature of Reporting Person	Date
By: /s/ Timothy J. Kacani, Name: Timothy J. Kacani, Title: Attorney-in-Fact for Mark F. Vassallo	01/14/2014
**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 Form 3 is being filed to report that Mr. Mark F. Vassallo and LY Holdings, LLC became beneficial owners of securities of Higher One Holdings, Inc. held by Lightyear Fund II, L.P. ("Fund II"), Lightyear Co-Invest Partnership II, L.P. ("Co-Invest") and Lightyear Capital II, LLC ("Lightyear Capital II") when Mr. Mark F. Vassallo became the managing member of (i) Lightyear Capital, LLC, the sole member of Lightyear Capital II and (ii) LY Holdings, LLC, which became the managing member of the ultimate general partner of Fund II and Co-Invest, succeeding, respectively, Mr. Donald B. Marron and an entity controlled by Mr. Donald B. Marron. The securities owned by each of Fund II, Co-Invest and Lightyear Capital II have previously been reported on separate Section 16 filings.
- (2) The shares of common stock are held directly by Lightyear Fund II, L.P.
- (3) The shares of common stock are held directly by Lightyear Co-Invest Partnership II, L.P. The general partner of Lightyear Co-Invest Partnership II, L.P. is Lightyear Fund II GP Holdings, LLC.
- (4) The general partner of Lightyear Fund II, L.P. is Lightyear Fund II GP, L.P. The general partner of Lightyear Fund II GP, L.P. is Lightyear Fund II GP Holdings, LLC. The managing member of Lightyear Fund II GP Holdings, LLC is LY Holdings, LLC. The managing member of LY Holdings, LLC is Mr. Mark F. Vassallo.

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- (5) The shares of common stock are held directly by Mr. Mark F. Vassallo.
- (6) One-third of these options became exercisable after each of December 4, 2010, December 4, 2011 and December 4, 2012.
- (7) The stock options are held directly by Lightyear Capital II, LLC. The sole member of Lightyear Capital II, LLC is Lightyear Capital LLC. The managing member of Lightyear Capital LLC is Mr. Mark F. Vassallo.

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**Remarks:**

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act")

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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