

MCGUANE CASEY
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 *

Â MCGUANE CASEY

(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

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other
(give title below) (specify below)

Chief Service Officer

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)

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

11,952

D 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)

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

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to buy)	05/30/2002	10/29/2011	Common Stock	41,250	\$ 0.14	D	Â
Stock Option (Right to buy)	09/12/2005	09/11/2012	Common Stock	225,000	\$ 0.2	D	Â
Stock Option (Right to buy)	02/10/2010	02/09/2015	Common Stock	150,000	\$ 0.5	D	Â
Stock Option (Right to buy)	Â <u>(1)</u>	12/06/2017	Common Stock	90,000	\$ 2.67	D	Â
Stock Option (Right to buy)	Â <u>(2)</u>	09/24/2018	Common Stock	75,000	\$ 4.59	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGUANE CASEY C/O HIGHER ONE HOLDINGS, INC. 25 SCIENCE PARK NEW HAVEN,Â CTÂ 06511	Â	Â	Â Chief Service Officer	Â

Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Casey
McGuane

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 20% on each of 12/7/2008, 12/7/2009, 12/7/2010, 12/7/2011 and 12/7/2012.

(2) 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.

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