

Higher One Holdings, Inc.  
Form 4  
August 05, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN 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 \*  
**SHEINBAUM MARC**

(Last) (First) (Middle)

**C/O HIGHER ONE HOLDINGS, INC., 115 MUNSON STREET**

(Street)

**NEW HAVEN, CT 06511**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Higher One Holdings, Inc. [ONE]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/04/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	08/04/2016		U <sup>(1)</sup>	232,575 D \$ 5.15	0	D	
Common Stock	08/04/2016		D <sup>(2)</sup>	84,402 D \$ 5.15	0	D	
Common Stock	08/04/2016		D <sup>(3)</sup>	273,719 D \$ 5.15	0	D	

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

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock (right to buy)	\$ 3.42	08/04/2016		D <sup>(4)</sup>	125,000	<sup>(4)</sup>	03/02/2025	Common Stock	125,000
Restricted Stock Units	\$ 0	08/04/2016		D <sup>(5)</sup>	337,349	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	337,349

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEINBAUM MARC C/O HIGHER ONE HOLDINGS, INC. 115 MUNSON STREET NEW HAVEN, CT 06511	X		President and CEO	

## Signatures

/s/ Thomas D. Kavanaugh as attorney in fact for Marc Sheinbaum

08/04/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

Pursuant to the terms of the Agreement and Plan of Merger dated June 29, 2016 (the "Merger Agreement") by and among Higher One Holdings, Inc. ("Higher One"), Winchester Acquisition Holdings Corp. ("Merger Sub") and Winchester Acquisition Corporation ("Parent"), Merger Sub purchased each share of Higher One common stock, par value \$0.001 (each, a "Share"), tendered and accepted for payment in the Offer (as defined in the Merger Agreement) at a price per share of \$5.15 (the "Offer Price"), net to the seller in cash, without interest thereon and less any required withholding taxes.

(2) Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time (as defined in the Merger Agreement) by virtue of the Merger (as defined in the Merger Agreement), each restricted share of Higher One common stock (each, a "Restricted Share") that had not vested as of the Effective Time was automatically cancelled and converted into the right to receive an amount in cash equal to the Offer Price (the "Merger Consideration"), without interest thereon and less any applicable tax withholding.

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- (3) Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time by virtue of the Merger, each stock-settled restricted stock unit that had not vested as of the Effective Time was automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration, without interest thereon and less any applicable tax withholding.

- (4) Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time by virtue of the Merger, each Higher One stock option (each, an "Option"), whether or not vested and exercisable, that was outstanding and unexercised immediately prior to the Effective Time, was cancelled and converted into the right to receive an amount in cash equal to the product of (x) the total number of Shares subject to such Option multiplied by (y) the excess, if any, of the Merger Consideration over the per-share exercise price of the Option, without interest thereon and less any applicable tax withholding. All Options with respect to which the per-share exercise price subject thereto was equal to or greater than the Merger Consideration were cancelled in exchange for no consideration.

- (5) Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time by virtue of the Merger, each cash-settled restricted stock unit that had not vested as of the Effective Time was automatically cancelled and converted into the right to receive an amount in cash equal to the Merger Consideration, without interest thereon and less any applicable tax withholding.

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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