

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated average burden hours per response...	1.0

1. Name and Address of Reporting Person *
LASATER MILES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/03/2012

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

President and COO

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW HAVEN, CT 06511

☒ X Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/03/2012	Â	G	50,000	D	\$ 0	1,032,747 <u>(1)</u>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	154,674 <u>(1)</u>	I	By the Miles Hanson Lasater 2009 GRAT
	Â	Â	Â	Â	Â	Â	196.000 ⁽¹⁾	I	

By the
Miles
Hanson
Lasater
2009
GRAT

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Common
Stock

By the
Miles
Hanson
Lasater
2012 Spray
Trust dated
11/1/12

Common
Stock

^

^

^

^

^

^

196,000 ⁽¹⁾ I

By the
Glyn
Elizabeth
Lasater
2012 Spray
Trust dated
11/1/12

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

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SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Miles
Lasater

02/14/2013

__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).

This number reflects the following transfers: (i) 196,000 shares held by Miles Lasater to the Miles Hanson Lasater 2012 Spray Trust
(1) dated 11/1/12 on 11/12/12; (ii) 196,000 shares held by Miles Lasater to the Glyn Elizabeth Lasater 2012 Spray Trust dated 11/1/12 on
11/12/12; and (iii) 66,327 shares held by the Miles Hanson Lasater 2009 GRAT to Miles Lasater on December 31, 2012.

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