BIDDELMAN PAUL

Form 3 June 16, 2010

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Higher One Holdings, Inc. [ONE] **BIDDELMAN PAUL** (Month/Day/Year) 06/16/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) BIDDLEMAN, 25 SCIENCE (Check all applicable) **PARK** (Street) 10% Owner _X__ Director

NEW HAVEN, CTÂ 06511

Officer Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

(Instr. 5)

Form filed by More than One

Reporting Person

(State)

(City)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security 2. Amount of Securities Beneficially Owned (Instr. 4) (Instr. 4)

(Zip)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

Direct (D) or Indirect (I)

(Instr. 5)

COMMON STOCK I By Hanseatic Americas LDC 3,447,855

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 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect Securities Underlying Security **Expiration Date** Conversion Ownership Beneficial (Month/Day/Year) (Instr. 4) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
STOCK OPTION (RIGHT TO BUY)	03/28/2010	03/27/2017	COMMON STOCK	28,800	\$ 1.34	D	Â
STOCK OPTION (RIGHT TO BUY)	(1)	12/03/2019	COMMON STOCK	30,000	\$ 10.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
BIDDELMAN PAUL						
BIDDLEMAN	ÂΧ	Â	â	Â		
25 SCIENCE PARK	AA	A	A	Α		
NEW HAVEN, CT 06511						

Signatures

/s/ Thomas D. Kavanaugh as attorney-in-fact for Paul Biddelman

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) One-third of the options become exercisable on each of 12/4/2010, 12/4/2011, and 12/4/2012.

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.

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