

MARRON &amp; ASSOCIATES LLC

Form 4

October 24, 2012

**FORM 4**
**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).

**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 APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIGHTYEAR FUND II LP**

(Last) (First) (Middle)

**9 WEST 57TH STREET, 31ST  
FLOOR**

(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Higher One Holdings, Inc. [ONE]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**10/22/2012**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	10/22/2012		S <sup>(1)</sup>	15,621 D	\$ 12.04 (2) 13,756,669	D <sup>(5)</sup>	
Common Stock	10/22/2012		S <sup>(1)</sup>	79 D	\$ 12.04 (2) 71,155	I	See Footnote (6)
Common Stock	10/23/2012		S <sup>(1)</sup>	19,900 D	\$ 12.11 (3) 13,736,769	D <sup>(5)</sup>	
Common Stock	10/23/2012		S <sup>(1)</sup>	100 D	\$ 12.11 71,055	I	See Footnote

# Edgar Filing: MARRON & ASSOCIATES LLC - Form 4

					(3)			(6)
Common Stock	10/24/2012	S <sup>(1)</sup>	21,035	D	\$ 12.25	13,715,734	D <sup>(5)</sup>	
Common Stock	10/24/2012	S <sup>(1)</sup>	106	D	\$ 12.25	70,949	I	See Footnote (6)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LIGHTYEAR FUND II LP 9 WEST 57TH STREET, 31ST FLOOR NEW YORK, NY 10019	X
Lightyear Fund II GP, L.P. 9 WEST 57TH STREET, 31ST FLOOR NEW YORK, NY 10019	X
Lightyear Fund II GP Holdings, LLC 9 WEST 57TH STREET, 31ST FLOOR NEW YORK, NY 10019	X
	X

MARRON & ASSOCIATES LLC  
9 WEST 57TH STREET, 31ST FLOOR  
NEW YORK, NY 10019

Chestnut Venture Holdings, LLC  
9 WEST 57TH STREET, 31ST FLOOR X  
NEW YORK, NY 10019

MARRON DONALD B  
9 WEST 57TH STREET, 31ST FLOOR X  
NEW YORK, NY 10019

## Signatures

LIGHTYEAR FUND II, L.P., By: Lightyear Fund II GP, L.P., its general partner, By:  
Lightyear Fund II GP Holdings, LLC, its general partner, By: /s/ Timothy J. Kacani, Name: 10/24/2012  
Timothy J. Kacani, Title: Authorized Signatory

\_\_Signature of Reporting Person Date

LIGHTYEAR FUND II GP, L.P., By: Lightyear Fund II GP Holdings, LLC, its general  
partner, By: /s/ Timothy J. Kacani, Name: Timothy J. Kacani, Title: Authorized Signatory 10/24/2012

\_\_Signature of Reporting Person Date

LIGHTYEAR FUND II GP HOLDINGS, LLC, By: Marron & Associates, LLC, By: /s/  
Timothy J. Kacani, Name: Timothy J. Kacani, Title: Authorized Signatory 10/24/2012

\_\_Signature of Reporting Person Date

MARRON & ASSOCIATES, LLC, By: /s/ Timothy J. Kacani, Name: Timothy J. Kacani,  
Title: Vice President 10/24/2012

\_\_Signature of Reporting Person Date

CHESTNUT VENTURE HOLDINGS, LLC, By: /s/ Timothy J. Kacani, Name: Timothy J.  
Kacani, Title: Vice President 10/24/2012

\_\_Signature of Reporting Person Date

DONALD B. MARRON, /s/ Timothy J. Kacani, By: Timothy J. Kacani, Attorney-in-Fact 10/24/2012

\_\_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).
- (1) Sales made pursuant to a Rule 10b5-1 plan.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.10, inclusive. The reporting persons undertake to provide to Higher One Holdings, Inc., any security holder of Higher One Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.22, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.01 to \$12.35, inclusive.
- (5) The shares are held directly by Lightyear Fund II, L.P. 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 Marron & Associates, LLC. The sole member of Marron & Associates, LLC is Chestnut Venture Holdings, LLC.

## Edgar Filing: MARRON & ASSOCIATES LLC - Form 4

The managing member of Chestnut Venture Holdings, LLC is Mr. Donald B. Marron.

- (6) The shares 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.

### Remarks:

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

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.