

Higher One Holdings, Inc.
Form 3
October 19, 2015

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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Zilkha Investments, L.P.	(Month/Day/Year)	Higher One Holdings, Inc. [ONE]
(Last) (First) (Middle)	10/07/2015	
152 WEST 57TH STREET,Â FLOOR 37		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		_____ Director _____ 10% Owner
		_____ Officer _____ Other
		(give title below) (specify below)
NEW YORK,Â NYÂ 10019		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		
		6. Individual or Joint/Group Filing(Check Applicable Line)
		__X__ 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	0	I	See footnote <u>(1)</u>

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zilkha Investments, L.P. 152 WEST 57TH STREET FLOOR 37 NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

ZILKHA INVESTMENTS, L.P., By: Zilkha Management, LLC, its General Partner, By: /s/
Donald E. Zilkha, Name: Donald E. Zilkha, Title: Managing Member

10/19/2015

__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) Zilkha Investments, L.P. is a member of a group that in total owns an aggregate of 5,234,492 shares.

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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