

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

FORM 4

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

OMB APPROVAL

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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 *
CROMWELL DAVID M

(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)

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 ⁽¹⁾ | | 34,273 ⁽²⁾ | D | \$ 5.15 |
| Common Stock | 08/04/2016 | | D ⁽³⁾ | | 40,090 | D | \$ 5.15 |

By Hillhouse Advisors, Inc.

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (right to buy) | \$ 3.42 | 08/04/2016 | | D ⁽⁴⁾ | 21,273 | ⁽⁴⁾ 03/02/2025 | Common Stock | 21,273 |
| Common Stock (right to buy) | \$ 1.34 | 08/04/2016 | | D ⁽⁴⁾ | 28,800 ⁽²⁾ | ⁽⁴⁾ 03/27/2017 | Common Stock | 28,800 |
| Restricted Stock Units | \$ 0 | 08/04/2016 | | D ⁽⁵⁾ | 27,710 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 27,710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROMWELL DAVID M C/O HIGHER ONE HOLDINGS, INC. 115 MUNSON STREET NEW HAVEN, CT 06511 | | X | | |

Signatures

/s/ Thomas D. Kavanaugh as attorney in fact for David M. Cromwell

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 (1) ("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.

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David Cromwell is the president of Hillhouse Advisors, Inc., which is the Managing Member of Sachem Ventures, LLC, and Mr.

Cromwell controls the voting of shares held by Sachem Ventures, LLC and by Hillhouse Advisors, Inc. Mr. Cromwell may be deemed to

(2) be the beneficial owner of shares owned by Sachem Ventures, LLC and Hillhouse Advisors, Inc. Mr. Cromwell disclaims beneficial ownership of any securities owned by Sachem Ventures, LLC and Hillhouse Advisors, Inc., and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time (as defined in the Merger Agreement) by virtue of the

- (3) Merger (as defined in the Merger Agreement), 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 Offer Price (the "Merger Consideration"), without interest thereon and less any applicable tax withholding.

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,

- (4) 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.

Pursuant to the Merger Agreement, on August 4, 2016, at the Effective Time by virtue of the Merger, each cash-settled restricted stock

- (5) 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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