

Higher One Holdings, Inc.  
Form 15-12B  
August 15, 2016

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number 001-34779**

**HIGHER ONE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**115 Munson Street**  
**New Haven, CT 06511**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Common Stock, par value \$0.001 per share**

**(Title of each class of securities covered by this Form)**

**None**

**(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..
Rule 15d-22(b)	..

Approximate number of holders of record as of the certification or notice date: One (1)

Pursuant to the requirements of the Securities Exchange Act of 1934, Higher One Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

HIGHER ONE HOLDINGS, INC.

Date: August 15, 2016

By: /s/ Stuart Kupinsky  
Name: Stuart Kupinsky  
Title Secretary