

Higher One Holdings, Inc.  
Form 8-K/A  
June 17, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No.2)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 15, 2016**

**HIGHER ONE HOLDINGS, INC.**

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

**Delaware                      001-34779      26-3025501  
(State or other jurisdiction) (Commission) (I.R.S. Employer)**

**of incorporation)**

**File Number) Identification No.)**

**115 Munson Street**

**New Haven, CT 06511**

**(Address of principal executive offices and zip code)**

**(203) 776-7776**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Introductory Note**

This Form 8-K/A Amendment No. 2 amends the Current Report on Form 8-K and Form 8-K/A of Higher One Holdings, Inc. (“Higher One”), each filed on June 16, 2016, regarding our sale of substantially all of the assets of Higher One’s disbursements business, including the OneAccount. The sole purpose of this amendment is to provide the financial statements and pro forma disclosure required by Item 9.01.

**Item 9.01. Financial Statements and Exhibits**

(b) Pro Forma Financial Information.

The following unaudited pro forma condensed consolidated financial statements are attached as Exhibit 99.1 and are incorporated herein by reference.

Unaudited pro forma condensed consolidated balance sheet as of March 31, 2016.

Unaudited pro forma condensed consolidated statements of continuing operations for the three months ended March 31, 2016 and the years ended December 31, 2015, 2014 and 2013.

Notes to the unaudited pro forma condensed consolidated financial statements.

(d) Exhibits.

Exhibits	Description
99.1	Unaudited Pro Forma Condensed Consolidated Financial Statements

**SIGNATURE**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 17, 2016

HIGHER ONE HOLDINGS, INC.

By: /s/ Christopher Wolf

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Christopher Wolf

Executive Vice President and Chief Financial Officer