

MARRON & ASSOCIATES LLC

Form 3/A

June 17, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â LIGHTYEAR FUND II LP

(Last) (First) (Middle)

375 PARK AVENUE, 11TH
FLOOR

(Street)

NEW YORK, Â NY Â 10152

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/16/2010

3. Issuer Name **and** Ticker or Trading Symbol
Higher One Holdings, Inc. [HOH]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

06/16/2010

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 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

16,281,816

D ⁽¹⁾

Â

Common Stock

81,819

I

See Footnote ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (3)	12/04/2019	Common Stock	30,000	\$ 10.8	I	See Footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIGHTYEAR FUND II LP 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
Lightyear Fund II GP, L.P. 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
Lightyear Fund II GP Holdings, LLC 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
MARRON & ASSOCIATES LLC 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
Chestnut Venture Holdings, LLC 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â
MARRON DONALD B 375 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10152	Â	Â X	Â	Â

Signatures

(See signatures of Reporting Persons as Exhibit 99.1)

06/17/2010

__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) 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. The managing member of Chestnut Venture Holdings, LLC is Mr. Donald B. Marron.
 - (2) 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, L.P.
 - (3) One-third of these options become exercisable after each of December 4, 2010, December 4, 2011 and December 4, 2012.

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- (4) The stock options are held directly by Lightyear Capital II, LLC. The sole member of Lightyear Capital II, LLC is Lightyear Capital LLC. The managing member of Lightyear Capital LLC is Mr. Donald B. Marron.

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Remarks:

PursuantÂ toÂ RuleÂ 16a-1(a)(2)(ii)(B)Â underÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934,Â asÂ amendedÂ (theÂ "Act

SeeÂ attachedÂ JointÂ FilerÂ InformationÂ andÂ PowerÂ ofÂ Attorney.

ThisÂ FormÂ 3Â isÂ beingÂ amendedÂ toÂ includeÂ theÂ EDGARÂ filingÂ codesÂ forÂ ChestnutÂ VentureÂ Holdings,Â

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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