

Higher One Holdings, Inc.  
Form 8-K  
August 11, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported): August 11, 2010**

**HIGHER ONE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34779**  
(Commission  
File Number)

**26-3025501**  
(I.R.S. Employer  
Identification Number)

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25 Science Park  
New Haven, CT  
(Address of principal executive offices)

06511  
(Zip Code)

(203) 776-7776

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

**Item 2.02. Results of Operations and Financial Condition**

On August 11, 2010, Higher One Holdings, Inc. ( Higher One ) issued a press release announcing financial results for the second quarter ended June 30, 2010. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure**

On August 11, 2010 at 5:00pm EDT, Higher One will host a conference call to discuss second quarter results. Interested parties, including analysts, investors and the media, may listen live via the internet by logging onto the Investor Relations section of Higher One s website at <http://higherone.com>.

As part of the conference call, Dean Hatton, President and Chief Executive Officer, and Mark Volchek, Chief Financial Officer, will present items not previously disclosed in reports filed by Higher One with the Securities and Exchange Commission (the SEC ). A copy of the PowerPoint slides that will accompany Higher One s presentation is attached hereto as Exhibit 99.2.

The information in this Form 8-K shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the Exchange Act ), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

***Use of Non-GAAP Financial Measures***

The press release, PowerPoint slides and presentation described above include certain metrics presented on a non-GAAP basis, including non-GAAP adjusted EBITDA, non-GAAP adjusted EBITDA margin, non-GAAP adjusted net income, non-GAAP adjusted diluted EPS, and non-GAAP free cash flow. Higher One believes that these non-GAAP measures, which exclude amortization of intangibles, stock based compensation, and certain one-time or non-cash impacts to Higher One s results, all net of taxes, provide useful information regarding normalized trends relating to the company s financial condition and results of operations. Reconciliations of these non-GAAP measures to their closest comparable GAAP measures are included in the press release, PowerPoint slides and presentation.

*This Form 8-K includes forward-looking statements, as defined by the SEC. Management s projections and expectations are subject to a number of risks and uncertainties that could cause actual performance to differ materially from those predicted or implied. These statements speak only as of the date they are made, and the company does not intend to update or otherwise revise the forward-looking information to reflect actual results of operations, changes in financial condition, changes in estimates, expectations or assumptions, changes in general economic or industry conditions or other circumstances arising and/or existing since the preparation of this Form 8-K or to reflect the occurrence of any unanticipated events. The forward-looking statements in this Form 8-K do not include the potential impact of any acquisitions or divestitures that may be announced and/or completed after the date hereof. Information about the factors that could affect future performance can be found in our recent SEC filings.*

**Item 9.01. Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibits</b>	<b>Description</b>
99.1	Press Release of Higher One Holdings, Inc., dated August 11, 2010
99.2	PowerPoint slides, Higher One Holdings, Inc. Q2 10 Earnings Results, dated August 11, 2010

**SIGNATURE**

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: August 11, 2010

HIGHER ONE HOLDINGS, INC.

By:                    /s/ MARK VOLCHEK  
                              **Mark Volchek**  
                              **Chief Financial Officer**

**Exhibit Index**

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