

Higher One Holdings, Inc.
Form SC 13G
November 29, 2013

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

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment
No. __)*

Higher One
Holdings, Inc.
(Name of Issuer)

Common Stock
(Title of Class of
Securities)

42983D104
(CUSIP Number)

November 27,
2013
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 6
Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|-----------|--|
| 1 | NAMES OF REPORTING PERSONS |
| | Brave Warrior Advisors, LLC. |
| 2 | CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF |
| 4 | ORGANIZATION |
| | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 2,701,027 SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| | 0 SOLE DISPOSITIVE POWER |
| 8 | 2,701,027 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 2,701,027 .. |

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 5.7%
TYPE OF
REPORTING
PERSON

IA

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This Statement modifies a Schedule 13D and related amendments previously filed by the Reporting Person (as defined below) relating to the Shares (as defined below) of the Issuer (as defined below). The Reporting Person has elected to file this Statement at this time, as it does not hold the Shares with any purpose, or with the effect of, changing or influencing the control of the Issuer.

Item 1(a). NAME OF ISSUER.

The name of the issuer is Higher One Holdings, Inc. (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Issuer's principal executive offices are located at 115 Munson Street, New Haven, Connecticut 06511.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by Brave Warrior Advisors, LLC (the "Reporting Person").

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of the Reporting Person is 12 East 49th Street, New York, New York 10017.

Item 2(c). CITIZENSHIP:

Delaware

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value (the "Shares").

Item 2(e). CUSIP NUMBER:

42983D104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

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(e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with

(f) Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with

(g)
Rule 13d-1(b)(1)(ii)(G);

Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(h)

Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
(i) Investment Company Act (15 U.S.C. 80a-3);

(j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. OWNERSHIP.

(a) Amount beneficially owned: 2,701,027

(b) Percent of class: 5.7%.

(c) Number of shares as to which Brave Warrior Advisors, LLC has:

(i) Sole power to vote or direct the vote: 2,701,027

(ii) Shares power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 2,701,027

(iv) Shares power to dispose or direct the disposition of: 0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

**Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

The Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: November 27, 2013

**Brave Warrior
Advisors, LLC**

By: /s/ Glenn Greenberg
Name: Glenn Greenberg
Title: Managing Director