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# NETSPEND HOLDINGS, INC.

Reported by

**LAMONT ANN H**

# FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/18/10 for the Period Ending 10/18/10

| | |
|---|---|
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| CIK | 0001496623 |
| Fiscal Year | 12/31 |

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# FORM 3

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

OMB APPROVAL
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## 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

| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name **and** Ticker or Trading Symbol |
|---|---|---|
| **LAMONT ANN H** | **10/18/2010** | **NetSpend Holdings, Inc. [NTSP]** |
| (Last) (First) (Middle)<br>**C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND** | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>__ **X** __ Director ___ **X** ___ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) | |
| (Street)<br>**WESTPORT, CT 06880**<br>(City) (State) (Zip) | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | **39597723** | **I** | **See Note** (1) |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

**Explanation of Responses:**

**( 1)** Represents 38,972,079 shares directly owned by Oak Investment Partners X, LP and 625,644 shares directly owned by Oak X Affiliates Fund, LP.

**Remarks:**

Ann H. Lamont is a director of NetSpend Holdings, Inc. In addition, Ms. Lamont is a managing member of both Oak Associates X, LLC, the general partner of Oak Investment Partners X, LP and Oak X Affiliates, LLC, the general partner of Oak X Affiliates Fund, LP. Ms. Lamont disclaims beneficial ownership of any securities (except to the extent of her pecuniary interest in such securities), and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **LAMONT ANN H**<br>**C/O OAK INVESTMENT PARTNERS**<br><br>**ONE GORHAM ISLAND**<br>**WESTPORT, CT 06880** | **X** | **X** | | |

**Signatures**

**/s/ Ann Huntress Lamont** **10/18/2010**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.