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NETSPEND HOLDINGS, INC.

Reported by

HENRY DANIEL R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/10/11 for the Period Ending 08/09/11

Address	701 BRAZOS STREET SUITE 1300 AUSTIN, TX 78701-2582
Telephone	(512) 532-8200
CIK	0001496623
Symbol	NTSP
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
HENRY DANIEL R (Last) (First) (Middle)	**NetSpend Holdings, Inc. [NTSP]**	__ **X** __ Director _____ 10% Owner
701 BRAZOS, SUITE 1200 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/9/2011**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Executive Officer**
AUSTIN, TX 78701 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (138,128)								**138128**	**D**	
Common Stock	**8/9/2011**		**P**		**20250**	**A**	**$4.39**	**20250**	**I** (1)	**See footnote** (1)
Common Stock	**8/9/2011**		**P**		**20250**	**A**	**$4.39**	**20250**	**I** (1)	**See footnote** (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy) (1,002,293)	**$3.53**							(2)	**3/11/2018**	**Common Stock**	**1002293**		**1002293**	**D**	
Employee Stock Option (right to buy) (3,043,231)	**$3.53**							(3)	**3/11/2018**	**Common Stock**	**3043231**		**3043231**	**D**	

Explanation of Responses:

(1) Includes 20,250 shares purchased by a minor son of the holder who shares his home. The holder disclaims beneficial ownership of these shares.

(2) This option has vested in its entirety.

(3) The vesting of this option is subject to certain performance targets described in the relevant option agreement, a copy of which was filed as Exhibit 10.22 to the Company's Registration Statement on Form S-1/A (Reg. No. 333-168127) filed with the Commission on September 21, 2010. As of the date of this report on Form 4, 912,970 of the shares subject to this option have vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY DANIEL R 701 BRAZOS SUITE 1200 AUSTIN, TX 78701	**X**		**Chief Executive Officer**	

Signatures

/s/ Christopher T. Brown, by power of attorney **8/10/2011**

** 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 4(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.

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