

SALZMAN ALAN E
Form 4
March 26, 2013

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VANTAGEPOINT VENTURE ASSOCIATES IV LLC

2. Issuer Name and Ticker or Trading Symbol
GAIN Capital Holdings, Inc. [GCAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O VANTAGEPOINT CAPITAL PARTNERS, 1001 BAYHILL DRIVE, SUITE 300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

SAN BRUNO, CA 94066

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	03/22/2013		A		17,046 A \$ 0	40,549 ⁽²⁾	I ⁽³⁾
Common Stock						6,576,911	D ⁽⁴⁾ ⁽⁸⁾
Common Stock						658,417	D ⁽⁵⁾ ⁽⁸⁾
Common Stock						23,956	D ⁽⁶⁾ ⁽⁸⁾

By: Thomas A. Bevilacqua

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Common Stock 1,814,824 D (7) (8)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VANTAGEPOINT VENTURE ASSOCIATES IV LLC
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV Q LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VP NEW YORK VENTURE PARTNERS LP C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X
VantagePoint Management, Inc. C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X
SALZMAN ALAN E C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	X

Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member __Signature of Reporting Person	03/26/2013 Date
VantagePoint Venture Partners IV (Q), L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member __Signature of Reporting Person	03/26/2013 Date
VantagePoint Venture Partners IV, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member __Signature of Reporting Person	03/26/2013 Date
VantagePoint Venture Partners IV Principals Fund, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member __Signature of Reporting Person	03/26/2013 Date
VP New York Venture Partners, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member __Signature of Reporting Person	03/26/2013 Date
VantagePoint Management, Inc., By: Alan E. Salzman, Chief Executive Officer __Signature of Reporting Person	03/26/2013 Date
Alan E. Salzman __Signature of Reporting Person	03/26/2013 Date

Explanation of Responses:

- * 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).
- (1) Restricted stock units, which vest monthly over one year, beginning on the day immediately following the Company's 2013 Annual Meeting of Stockholders.
- (2) Includes 14,151 restricted stock units, which vest monthly over one year, beginning on June 16, 2012, the day immediately after the Company's 2012 Annual Meeting of Stockholders. As of the date of this report, 11,793 shares are vested and 2,358 are unvested.
- (3) VantagePoint Management, Inc. has the voting and investment control over these shares. Only VantagePoint Management, Inc. and Alan E. Salzman, its Chief Executive Officer, are acquiring beneficial ownership of these shares.
- (4) By: VantagePoint Venture Partners IV (Q), L.P.
- (5) By: VantagePoint Venture Partners IV, L.P.

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(6) By: VantagePoint Venture Partners IV Principals Fund, L.P.

(7) By: VP New York Venture Partners L.P.

(8) The General Partner is VantagePoint Venture Associates IV, L.L.C. Alan E. Salzman is a managing member of the General Partner and may be deemed to have voting and investment power with respect to the shares or warrants held by these entities. Mr. Salzman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

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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