Stevens Glenn Henry Form 4 March 28, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Stevens Glenn Henry

Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

GAIN Capital Holdings, Inc.

2. Issuer Name and Ticker or Trading

[GCAP]

\_X\_\_ Director

(Check all applicable)

C/O GAIN CAPITAL HOLDINGS.

(First)

INC., 135 U.S. RT. 202/206, SUITE 11

03/26/2012

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

below)

10% Owner Other (specify

X\_ Officer (give title President and CEO and Director

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BEDMINSTER, NJ 07921

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(9-02)

(A) Code V Amount (D) Transaction(s) (Instr. 3 and 4)

Common Stock

03/26/2012

D 3,720

5 1879

Price

567,076 (1)

D

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)

#### Edgar Filing: Stevens Glenn Henry - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Funder Funderess	Director	10% Owner	Officer	Other			
Stevens Glenn Henry C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921	X		President and CEO and Director				

## **Signatures**

Reporting Person

/s/ Glenn H.
Stevens

\*\*Signature of 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).

Includes 95,000 shares acquired through a restricted stock unit grant on March 1, 2012, which vests at a rate of 25% annually over four years commencing on the first anniversary of the date of grant and 39,280 shares acquired through a restricted stock award on March 23, 2011, which restrictions lapse 25% annually over four years commencing on the first anniversary of the date of grant. As of the date of this report, of such restricted stock units and restricted stock awards, 7,030 shares are vested and 127,250 shares are unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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