

GAIN Capital Holdings, Inc.
 Form 3
 December 14, 2010

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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Edison Venture Fund IV			(Month/Day/Year)	GAIN Capital Holdings, Inc. [GCAP]	
SBIC, LP			12/14/2010		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
1009 LENOX DRIVE #4			(Check all applicable)		
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
LAWRENCEVILLE NEW JERSEY,Â NJÂ 08648					
(City)	(State)	(Zip)			

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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,708,755	\$ (2)	D (3)	Â
Warrants	07/25/2001	07/25/2011	Series B Preferred Stock	1,145,208	\$ 1.11	D (3) (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edison Venture Fund IV SBIC, LP 1009 LENOX DRIVE #4 LAWRENCEVILLE NEW JERSEY, NJ 08648	Â	Â X	Â	Â

Signatures

/s/ Christopher S. Sugden, member of Edison Partners IV SBIC, LLC

12/14/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These securities are Series B Preferred Stock of the Issuer and do not have an expiration date. These securities will convert automatically into shares of common stock upon the closing of the Issuer's initial public offering, subject to certain conditions.
Immediately prior to closing of the Issuer's initial public offering, subject to certain conditions, each share of Series B Preferred Stock
- (2) will convert automatically into shares of the Issuer's common stock and will also subsequently be adjusted to reflect a 2.29-for-1 stock split of the Issuer's common stock .
Mr. Sugden, one of the Issuer's directors, is a member of Edison Partners IV SBIC, LLC, the general partner of Edison Venture Fund IV SBIC, L.P. Mr. Sugden disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein. Voting and dispositive authority of the shares held by Edison Venture Fund IV SBIC, L.P. are shared by John Martinson, Joseph Allegra, Gary Golding, Ross Martinson and Christopher Sugden, each a member of Edison Partners IV SBIC, LLC.
- (3) Each share of Series B Preferred Stock underlying these warrants will be automatically converted into shares of common stock and
- (4) adjusted to reflect a 2.29-for-1 stock split of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering, subject to certain conditions.

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.