

GAIN Capital Holdings, Inc.  
Form 8-K  
November 22, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

November 18, 2013

Date of Report (Date of earliest event reported)

GAIN CAPITAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation)	001-35008 (Commission File No.)	20-4568600 (IRS Employer Identification No.)
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Bedminster One  
135 Route 202/206  
Bedminster, New Jersey 07921  
(Address of Principal Executive Offices)  
(908) 731-0700

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On November 18, 2013, GAIN Capital Holdings, Inc. (the "Company") entered into an amendment (the "Amendment") to that certain Amended and Restated Investor Rights Agreement, dated as of January 11, 2008, by and among the Company and the investors and founding stockholder identified therein (the "Investor Rights Agreement"). Pursuant to the terms of the Amendment, the right of first refusal granted to the founding stockholder and certain investors under the Investor Rights Agreement was terminated in its entirety, effective as of the date of the Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 22, 2013

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Diego A. Rotsztain  
Name: Diego A. Rotsztain  
Title: Executive Vice President and General Counsel