

GAIN Capital Holdings, Inc.
 Form 4
 January 08, 2015

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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)
 135 US HWY. 202/206
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/06/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO & Director

BEDMNISTER, NJ 07921

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	01/06/2015		M		33,920	A	\$ 0
Common Stock ⁽¹⁾	01/06/2015		M		13,449	A	\$ 0
Common Stock ⁽¹⁾	01/06/2015		M		226,130	A	\$ 0
Common Stock ⁽¹⁾	01/06/2015		M		135,678	A	\$ 0
Common Stock ⁽¹⁾	01/06/2015		M		97,530	A	\$ 0
					635,078	D	
					648,527	D	
					874,657	D	
					1,010,335	D	
					1,107,865	D	

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	01/06/2015		M	33,920	(2) (2)	Common Stock 33,920
Restricted Stock Unit	(2)	01/06/2015		M	13,449	(2) (2)	Common Stock 13,449
Restricted Stock Unit	(3)	01/06/2015		M	226,130	(3) (3)	Common Stock 226,130
Restricted Stock Unit	(4)	01/06/2015		M	135,678	(4) (4)	Common Stock 135,678
Restricted Stock Unit	(5)	01/06/2015		M	97,530	(5) (5)	Common Stock 97,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stevens Glenn Henry 135 US HWY. 202/206 BEDMNISTER, NJ 07921	X		President, CEO & Director	

Signatures

/s/ Glenn Henry
Stevens 01/08/2015

**Signature of Reporting Person 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).

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- (1) Reflects deferred shares delivered pursuant to restricted stock units listed in Table II below.

Such restricted stock units were granted on December 31, 2006 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (2) Such restricted stock units were granted on June 30, 2007 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (3) Such restricted stock units were granted on April 15, 2008 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (4) Such restricted stock units were granted on December 15, 2009 and vested ratably over four years, with one-fourth of the restricted stock units vesting on April 15th of each of the four years following the grant, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

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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