

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Calhoun Christopher Warren

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)
 01/06/2015

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

C/O GAIN CAPITAL HOLDINGS, INC., BEDMINSTER ONE, 135 US HWY. 202/206

(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
 Form filed by More than One Reporting Person

BEDMINSTER, NJ 07921

(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	38,482	D	
Common Stock ⁽¹⁾	01/06/2015		M			79,146	A	\$ 0	117,628	D	
Common Stock ⁽¹⁾	01/06/2015		M			30,151	A	\$ 0	147,779	D	

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. 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	(3)	01/06/2015		M	79,146	(3)	(3)	Common Stock	79,146
Restricted Stock Unit	(4)	01/06/2015		M	30,151	(4)	(4)	Common Stock	30,151

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Calhoun Christopher Warren
C/O GAIN CAPITAL HOLDINGS, INC.
BEDMINSTER ONE, 135 US HWY. 202/206
BEDMINSTER, NJ 07921

X

Signatures

/s/ Christopher Warren
Calhoun

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).

(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

(2) 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 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

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administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- Such restricted stock units were granted on April 15, 2008 and vested ratably over four years, with one-fourth of the restricted stock units
- (4) 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.

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.