

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
QUICK PETER

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)

THE AMERICAN STOCK EXCHANGE, 86 TRINITY PL

(Street)

NEW YORK, NY 10006

(City) (State) (Zip)

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

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

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

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 | | 6,784 | A | \$ 0 | 47,333 | D |
| Common Stock ⁽¹⁾ | 01/06/2015 | | M | | 2,261 | A | \$ 0 | 49,594 | D |
| Common Stock ⁽¹⁾ | 01/06/2015 | | M | | 6,219 | A | \$ 0 | 55,813 | D |
| Common Stock ⁽¹⁾ | 01/06/2015 | | M | | 7,238 | A | \$ 0 | 63,051 | D |

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) | 8. Pr Deriv Secur (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 | 6,784 | (2) | (2) | Common Stock | 6,784 |
| Restricted Stock Unit | (3) | 01/06/2015 | | M | 2,261 | (3) | (3) | Common Stock | 2,261 |
| Restricted Stock Unit | (4) | 01/06/2015 | | M | 6,219 | (4) | (4) | Common Stock | 6,219 |
| Restricted Stock Unit | (5) | 01/06/2015 | | M | 7,238 | (5) | (5) | Common Stock | 7,238 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

QUICK PETER
THE AMERICAN STOCK EXCHANGE
86 TRINITY PL
NEW YORK, NY 10006

X

Signatures

/s/ Peter Quick

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 September 30, 2007 and were fully vested on the date of grant, with the delivery of the

- (2) 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.

Such restricted stock units were granted on February 15, 2008 and were fully vested on the date of grant, with the delivery of the

- (3) 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.

Such restricted stock units were granted on December 11, 2008 and were fully vested on the date of grant, with the delivery of the

- (4) 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.

Such restricted stock units were granted on December 15, 2009 and were fully vested on the date of grant, with the delivery of the

- (5) 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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