GAIN Capital Holdings, Inc.

Form 4 May 28, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHENK JOSEPH A

2. Issuer Name and Ticker or Trading

Symbol

GAIN Capital Holdings, Inc.

[GCAP]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3. Date of Earliest Transaction

X\_ Director

Officer (give title

10% Owner Other (specify

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

(Street)

(State)

05/26/2015

(First)

(Middle)

(Zip)

HWY. 202/206

(City)

Stock (2)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

03/05/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$0

Α

#### BEDMINSTER, NJ 07921

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ion Date 2A. Deemed 3 y/Year) Execution Date, if any (Month/Day/Year) (		4. Securition onAcquired ( Disposed of (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V		(A) or (D) Price	Reported Transaction(s) (Instr. 3 and 4)	` ,		
Common Stock (1)	03/05/2014		A	7,537	A \$0	54,852	D		
Common	05/06/0015		<b>A</b>	0.027	A	(2.700	Ъ		

8.937

A

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

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63,789

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

SCHENK JOSEPH A C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE, 135 US HWY. 202/206 BEDMINSTER, NJ 07921



### **Signatures**

/s/ Joseph A. 05/28/2015 Schenk

\*\*Signature of Date Reporting Person

### **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).

Restricted stock units issued to the reporting person as compensation for service as a non-executive director of the issuer during 2014.

- The RSUs vest in twelve equal monthly installments starting one month after the day following the issuer's annual meeting of stockholders in the year of grant. Although the grant has previously been disclosed in the issuer's reports with the SEC, it has not been reported on a Form 4 by the reporting person.
- Restricted stock units issued to the reporting person as compensation for service as a non-executive director of the issuer. The RSUs vest (2) in twelve equal monthly installments starting one month after the day following the issuer's annual meeting of stockholders in the year of

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.

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