

GAIN Capital Holdings, Inc.
Form 8-K
January 23, 2018

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

January 17, 2018

Date of Report (Date of earliest event reported)

GAIN CAPITAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-35008 20-4568600
(State of Incorporation) (Commission File No.) (IRS Employer Identification No.)
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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 17, 2018, the Board of Directors of GAIN Capital Holdings, Inc. (the "Company"), appointed Mark Richards to serve as a Class II Director of the Company. Mr. Richards is the Chief Executive Officer of IPGL Ltd. ("IPGL") and one of its directors. Mr. Richards was appointed to the Company's Board of Directors pursuant to a director appointment right granted to INCAP Gaming B.V., an affiliate of IPGL, in a Stockholders' Agreement dated as of October 31, 2014, which was entered into by the Company in connection with its acquisition of City Index (Holdings) Limited ("City Index"). As reported in a Form 4 filed with the Securities and Exchange Commission on September 11, 2017, IPGL is the beneficial owner of 853,031 shares of the Company's common stock, and its affiliate, Fox & Trot Ltd. ("FT"), is the beneficial owner of 4,629,950 shares of the Company's common stock. FT also holds substantially all of the Company's Convertible Senior Notes due 2020, of which \$60 million in principal amount were issued in connection with the Company's acquisition of City Index.

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: January 23, 2018

GAIN CAPITAL HOLDINGS,
INC.

By: /s/ Diego Rotsztain

Name: Diego Rotsztain

Title: EVP and General Counsel