

SALZMAN ALAN E

Form 4

May 31, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VANTAGEPOINT VENTURE
ASSOCIATES IV LLC

(Last) (First) (Middle)

1111 BAYHILL DRIVE, SUITE
220, C/O VANTAGEPOINT
CAPITAL PARTNERS

(Street)

SAN BRUNO, CA 94066

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
GAIN Capital Holdings, Inc.
[GCAP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2018		A	(A) or (D) Amount 12,500 (1) Price \$ 0	94,187 (2)	I (3)	Thomas A. Bevilacqua
Common Stock					6,576,911	D (4) (8)	
Common Stock					658,417	D (5) (8)	
Common Stock					23,956	D (6) (8)	
					1,814,824	D (7) (8)	

Common
Stock

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANTAGEPOINT VENTURE ASSOCIATES IV LLC 1111 BAYHILL DRIVE, SUITE 220 C/O VANTAGEPOINT CAPITAL PARTNERS SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV Q LP 1111 BAYHILL DRIVE, SUITE 220 C/O VANTAGEPOINT CAPITAL PARTNERS SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV LP 1111 BAYHILL DRIVE, SUITE 220 C/O VANTAGEPOINT CAPITAL PARTNERS SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP 1111 BAYHILL DRIVE, SUITE 220		X		

C/O VANTAGEPOINT CAPITAL PARTNERS
SAN BRUNO, CA 94066

VP NEW YORK VENTURE PARTNERS LP
1111 BAYHILL DRIVE, SUITE 220
C/O VANTAGEPOINT CAPITAL PARTNERS
SAN BRUNO, CA 94066

X

VantagePoint Management, Inc.
1111 BAYHILL DRIVE, SUITE 220
C/O VANTAGEPOINT CAPITAL PARTNERS
SAN BRUNO, CA 94066

X

SALZMAN ALAN E
1111 BAYHILL DRIVE, SUITE 220
C/O VANTAGEPOINT CAPITAL PARTNERS
SAN BRUNO, CA 94066

Managing Member, VPVA
IV, LLC

Signatures

Alan E. Salzman 05/31/2018

 Signature of Date
Reporting Person

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 Signature of Date
Reporting Person

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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) Restricted Stock Units that vest monthly over one year, beginning on the day immediately following the Company's 2018 Annual Meeting of Stockholders.
- (2) Includes 12,091 restricted stock units, which vest monthly over one year, beginning on the day immediately after the Company's 2017 Annual Meeting of Stockholders. As of the date of this report, 10,070 shares are vested and 2021 are unvested.
- (3)

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VantagePoint Management, Inc. has the voting and investment control over these shares. Only VantagePoint Management, Inc. and Alan E. Salzman, its Chief Executive Officer, are acquiring beneficial ownership of these shares.

- (4) By VantagePoint Venture Partners IV (Q), L.P.
- (5) By VantagePoint Venture Partners IV, L.P.
- (6) By VantagePoint Venture Partners IV Principals Fund, L.P.
- (7) By VP New York Venture Partners, L.P.

- The General Partner is VantagePoint Venture Associates IV, L.L.C. Alan E. Salzman is a managing member of the General Partner and may be deemed to have voting and investment power with respect to the shares or warrants held by these entities. Mr. Salzman disclaims
- (8) beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

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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