

GAIN Capital Holdings, Inc.

Form 4

April 21, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rotsztain Diego

(Last) (First) (Middle)

C/O GAIN CAPITAL HOLDINGS,
INC., 135 U.S. RT. 202/206, SUITE
11

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	04/17/2014		M	13,626 A	\$ 8.02 127,994	D	
Common Stock ⁽¹⁾	04/17/2014		M	22,500 A	\$ 5.3 150,494	D	
Common Stock ⁽¹⁾	04/17/2014		M	14,000 A	\$ 4.4 164,494	D	
Common Stock ⁽²⁾	04/17/2014		S	65,126 D	\$ 9.9967 99,368 ⁽⁴⁾	D	

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.02	04/17/2014		M		13,626		<u>(5)</u>	03/23/2018	Common Stock	13,626
Stock Option	\$ 5.3	04/17/2014		M		22,500		<u>(5)</u>	03/01/2019	Common Stock	22,500
Option to Purchase (Right to Buy)	\$ 4.4	04/17/2014		M		14,000		<u>(5)</u>	03/22/2020	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rotsztain Diego C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921	General Counsel and Secretary

Signatures

/s/ Diego
Rotsztain 04/21/2014

**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 shares acquired upon exercise of stock options listed in Table II below, pursuant to a sales plan that complies with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (2) The shares were sold pursuant to a sales plan that complies with the requirements of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.90 to \$10.07, inclusive. The reporting person undertakes to provide to GAIN Capital Holdings, Inc., any security holder of GAIN Capital Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Includes 82,715 shares underlying restricted stock awards that are unvested as of the date of this report.
- (4) Such stock options vest 25% annually over four years commencing on the first anniversary of the date of grant. The stock options have a term of seven years.
- (5)

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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