

GAIN Capital Holdings, Inc.
Form 4
June 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 *
VANTAGEPOINT VENTURE ASSOCIATES IV LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2014

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

C/O VANTAGEPOINT CAPITAL PARTNERS, 1001 BAYHILL DRIVE, SUITE 300

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

SAN BRUNO, CA 94066

(City) (State) (Zip)

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 ⁽¹⁾	03/05/2014		A	7,537 A \$ 0	48,086 ⁽²⁾	I ⁽³⁾	Thomas A. Bevilacqua
Common Stock ⁽⁴⁾	05/26/2015		A	8,937 A \$ 0	57,023 ⁽⁵⁾	I ⁽³⁾	Thomas A. Bevilacqua
Common Stock					6,576,911	D ⁽⁶⁾ ⁽¹⁰⁾	
Common Stock					658,417	D ⁽⁷⁾ ⁽¹⁰⁾	
					23,956	D ⁽⁸⁾ ⁽¹⁰⁾	

Common
Stock

Common
Stock 1,814,824 D (9) (10)

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

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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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV Q LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP
C/O VANTAGEPOINT CAPITAL PARTNERS

X

1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

VP NEW YORK VENTURE PARTNERS LP
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

VantagePoint Management, Inc.
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

SALZMAN ALAN E
C/O VANTAGEPOINT CAPITAL PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

X

Signatures

VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	06/08/2015
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV (Q), L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	06/08/2015
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	06/08/2015
__Signature of Reporting Person	Date
VantagePoint Venture Partners IV Principals Fund, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	06/08/2015
__Signature of Reporting Person	Date
VP New York Venture Partners, L.P., By: VantagePoint Venture Associates IV, L.L.C., By: Alan E. Salzman, Managing Member	06/08/2015
__Signature of Reporting Person	Date
VantagePoint Management, Inc., By: Alan E. Salzman, Chief Executive Officer	06/08/2015
__Signature of Reporting Person	Date
Alan E. Salzman	06/08/2015
__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).
 - (1) Restricted stock units that vest monthly over one year, beginning on the day immediately following the Company's 2014 Annual Meeting of Stockholders. Although the grant has previously been disclosed in the Company's reports with the SEC, it has not been reported on a Form 4 by the reporting person.
 - (2) Includes 17,046 shares that were issued upon the settlement of restricted stock units that vested monthly over one year, beginning on the day immediately after the Company's 2013 Annual Meeting of Stockholders.
 - (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) Restricted stock units that vest monthly over one year, beginning on the day immediately following the Company's 2015 Annual Meeting of Stockholders. This Form 4 is being submitted after the two business day filing deadline following the transaction date.
- (5) Includes 7,537 restricted stock units, which vest monthly over one year, beginning on June 26, 2014, the day immediately after the Company's 2014 Annual Meeting of Stockholders. As of the date of this report, 6,908 shares are vested and 629 are unvested.
- (6) By: VantagePoint Venture Partners IV (Q), L.P.
- (7) By: VantagePoint Venture Partners IV, L.P.
- (8) By: VantagePoint Venture Partners IV Principals Fund, L.P.
- (9) By: VP New York Venture Partners L.P.

- (10) 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 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. 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.