

Calhoun Christopher Warren
Form 4
February 07, 2012

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Calhoun Christopher Warren

(Last) (First) (Middle)

C/O GAIN CAPITAL HOLDINGS,
INC., 135 US HIGHWAY 202/206

(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)
02/03/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock <u>(3)</u>	02/03/2012		M		2,635	A	\$ 1.99	11,987 <u>(2)</u> <u>(3)</u>	D
Common Stock <u>(1)</u>	02/03/2012		S		2,635	D	\$ 6.38	9,352 <u>(2)</u>	D
Common Stock <u>(3)</u>	02/03/2012		M		2,965	A	\$ 2.43	12,317 <u>(2)</u> <u>(3)</u>	D
Common Stock <u>(1)</u>	02/03/2012		S		2,965	D	\$ 6.38	9,352 <u>(2)</u>	D

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 (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 or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.99	02/03/2012		M	2,635	(4)	(4)	Common Stock	2,635	\$ 0
Stock Option (Right to Buy)	\$ 2.43	02/03/2012		M	2,965	(5)	(5)	Common Stock	2,965	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Calhoun Christopher Warren
C/O GAIN CAPITAL HOLDINGS, INC.
135 US HIGHWAY 202/206
BEDMINSTER, NJ 07921

X

Signatures

/s/ Christopher W.
Calhoun

02/07/2012

__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).

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- (1) The shares were sold pursuant to a sales plan dated May 31, 2011, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended.
- Includes 9,352 shares acquired through a restricted stock award on March 23, 2011. Such shares vest on a monthly basis beginning on the
- (2) first day following the Company's 2011 annual meeting of shareholders, or June 16, 2011. As of the date of this report, 5,456 shares are vested and 3,896 shares are unvested.
- (3) Reflects shares acquired upon exercise of stock options listed in Table II below pursuant to a sales plan dated May 31, 2011, which complies with the requirements of Rule 10b5-1(c)(1) under the Securities and Exchange Act of 1934, as amended.
- Such stock options were granted on June 15, 2005 and vested ratably over three years, with one-third of the options vesting on each of the
- (4) first three anniversaries of the grant date. The options have a term of ten years. As of the date of this report, none of these options remain outstanding.
- Such stock options were granted on December 30, 2005 and vest ratably over three years, with one-third of the options vesting on each of the
- (5) first three anniversaries of the grant date. The options have term of ten years. As of the date of this report, 64,496 are vested and 0 are unvested.

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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