

Calhoun Christopher Warren
Form 4
January 05, 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
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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)
01/03/2012

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 ⁽¹⁾	01/03/2012		S		4,538	D	\$ 6.86
Common Stock ⁽³⁾	01/03/2012		M		2,062	A	\$ 1.99
Common Stock ⁽¹⁾	01/03/2012		S		2,062	D	\$ 6.86
			</				

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 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	01/03/2012		M	2,062	(4)	(4)	Common Stock	2,062

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 01/05/2012

__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).
- (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.
- (2) Includes 9,352 shares acquired through a restricted stock award on March 23, 2011. Such shares vest on a monthly basis beginning on the first day following the Company's 2011 annual meeting of shareholders, or June 16, 2011. 4,674 shares are vested and 4,678 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.

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- 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, 22,435 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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