

GAIN Capital Holdings, Inc.
 Form 4
 January 07, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Rody Samantha

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)
 01/05/2015

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

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

(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
 ____ Form filed by More than One Reporting Person

BEDMINSTER, NJ 07921

(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 Ownership (Instr. 4)
			Code	V	Amount	Price			
Common Stock ⁽¹⁾	01/05/2015		M		45,226	A \$ 0	207,869	D	
Common Stock ⁽¹⁾	01/05/2015		M		45,226	A \$ 0	253,095	D	
Common Stock ⁽¹⁾	01/05/2015		M		22,613	A \$ 0	275,708	D	
Common Stock ⁽¹⁾	01/05/2015		M		18,091	A \$ 0	293,799	D	
	01/05/2015		S		26,001	D	267,798	D	

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Common Stock ⁽²⁾					\$			
					9,1299			
					<u>(3)</u>			
Common Stock ⁽²⁾	01/06/2015		S	16,025	D	\$	8,9439	251,773
							<u>(4)</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 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. Amount or Number of Shares
Restricted Stock Unit	<u>(5)</u>	01/05/2015		M	45,226	<u>(5)</u> <u>(5)</u>	Common Stock	45,226
Restricted Stock Unit	<u>(6)</u>	01/05/2015		M	45,226	<u>(6)</u> <u>(6)</u>	Common Stock	45,226
Restricted Stock Unit	<u>(7)</u>	01/05/2015		M	22,613	<u>(7)</u> <u>(7)</u>	Common Stock	22,613
Restricted Stock Unit	<u>(8)</u>	01/05/2015		M	18,091	<u>(8)</u> <u>(8)</u>	Common Stock	18,091

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roady Samantha C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921			Chief Commercial Officer	

Signatures

/s/ Samantha

Roady

01/07/2015

**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) Reflects deferred shares delivered pursuant to restricted stock units listed in Table II below.

The shares were sold to satisfy tax withholding obligations relating to the delivery of deferred shares pursuant to restricted stock units listed in Table II below. The sales were made pursuant to a sales plan that complies with the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.29, 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.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.81 to \$9.18, 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.

(5) Such restricted stock units were granted on December 31, 2006 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

(6) Such restricted stock units were granted on June 30, 2007 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

(7) Such restricted stock units were granted on April 15, 2008 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

(8) Such restricted stock units were granted on December 15, 2009 and vested ratably over four years, with one-fourth of the restricted stock units vesting on April 15th of each of the four years following the grant, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

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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