

GAIN Capital Holdings, Inc.  
 Form 4  
 August 01, 2014

**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 \*  
**RIMA SENVEST MANAGEMENT, L.L.C.**

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)  
 540 MADISON AVENUE, 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 05/12/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 NEW YORK, NY 10022

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

(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	(A) or (D)	Price	
Common Stock, \$0.00001 par value	05/12/2014	05/15/2014	P		1,350	A	\$ 7.76	434,166 I <sup>(1)</sup> See footnote <sup>(1)</sup>
Common Stock, \$0.00001 par value	05/12/2014	05/15/2014	P		3,413	A	\$ 7.76	437,579 I <sup>(1)</sup> See footnote <sup>(1)</sup>
Common Stock, \$0.00001	05/12/2014	05/15/2014	P		175	A	\$ 7.75	437,754 I <sup>(1)</sup> See footnote <sup>(1)</sup>

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par value									
Common Stock, \$0.00001 par value	05/12/2014	05/15/2014	P	442	A	\$ 7.75	438,196	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/15/2014	P	1,934	A	\$ 7.72	440,130	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/15/2014	P	4,889	A	\$ 7.72	445,019	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/16/2014	P	27	A	\$ 7.85	445,046	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/16/2014	P	68	A	\$ 7.85	445,114	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/19/2014	P	298	A	\$ 7.8	445,412	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/12/2014	05/19/2014	P	765	A	\$ 7.8	446,177	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/27/2014	05/30/2014	P	144	A	\$ 7.94	446,321	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/27/2014	05/30/2014	P	388	A	\$ 7.94	446,709	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/27/2014	05/30/2014	P	442	A	\$ 7.98	447,151	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	05/27/2014	05/30/2014	P	1,153	A	\$ 7.98	448,304	I <u>(1)</u>	See footnote <u>(1)</u>

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Common Stock, \$0.00001 par value	06/09/2014	06/12/2014	P	576	A	\$ 7.7	448,880	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	06/09/2014	06/12/2014	P	1,563	A	\$ 7.7	450,443	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	06/10/2014	06/13/2014	P	144	A	\$ 7.78	450,587	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	06/10/2014	06/13/2014	P	390	A	\$ 7.78	450,977	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/10/2014	07/15/2014	P	713	A	\$ 6.86	451,690	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/10/2014	07/15/2014	P	1,962	A	\$ 6.86	453,652	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/11/2014	07/16/2014	P	199	A	\$ 6.71	453,851	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/11/2014	07/16/2014	P	544	A	\$ 6.71	454,395	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/14/2014	07/17/2014	P	143	A	\$ 6.66	454,538	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/14/2014	07/17/2014	P	392	A	\$ 6.66	454,930	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/15/2014	07/18/2014	P	143	A	\$ 6.58	455,073	I <u>(1)</u>	See footnote <u>(1)</u>
	07/15/2014	07/18/2014	P	392	A		455,465	I <u>(1)</u>	

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Common Stock, \$0.00001 par value						\$ 6.58			See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/16/2014	07/21/2014	P	287	A	\$ 6.49	455,752	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/16/2014	07/21/2014	P	783	A	\$ 6.49	456,535	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/17/2014	07/22/2014	P	262	A	\$ 6.52	456,797	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, \$0.00001 par value	07/17/2014	07/22/2014	P	700	A	\$ 6.52	457,497	I <u>(1)</u>	See footnote <u>(1)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIMA SENVEST MANAGEMENT, L.L.C. 540 MADISON AVENUE 32ND FLOOR NEW YORK, NY 10022		X		
MASHAAL RICHARD R C/O RIMA SENVEST MANAGEMENT, L.L.C. 540 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		

## Signatures

RIMA Senvest Management, L.L.C. By: /s/ Richard R. Mashaal, Managing Member		08/01/2014
	**Signature of Reporting Person	Date
/s/ Richard R. Mashaal		08/01/2014
	**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).  

These securities are held in the accounts of several investment partnerships and investment funds (collectively, the "Investment Vehicles") for which RIMA Senvest Management, L.L.C. ("RIMA") serves as investment manager or general partner. Richard Mashaal is

(1) the managing member of RIMA. RIMA and Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of RIMA's position as investment manager or general partner of the Investment Vehicles and Mr. Mashaal's status as the managing member of RIMA.

### Remarks:

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