Stevens Glenn Henry Form 4 January 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

10% Owner

Other (specify

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stevens Glenn Henry Issuer Symbol GAIN Capital Holdings, Inc. (Check all applicable) [GCAP] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X_ Officer (give title (Month/Day/Year) below) C/O GAIN CAPITAL HOLDINGS. 01/17/2013 President, CEO and Director INC., 135 U.S. RT. 202/206, SUITE 11

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

BEDMINSTER, NJ 07921

(Street)

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	01/17/2013		S	8,919	D	\$ 4.1795 (2)	793,856 (3)	D	
Common Stock (1)	01/18/2013		S	4,348	D	\$ 4.0614 (4)	789,508 <u>(3)</u>	D	
Common Stock	01/22/2013		M	563	A	\$ 2.43	790,071 (3)	D	
Common	01/22/2013		S	8,082	D	\$	781,989 <u>(3)</u>	D	

Stock $\underline{^{(1)}}$ 4.1271 $\underline{^{(5)}}$

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 required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date		4.	5. Number	6. Date Exer		7. Title and A		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	*			Underlying S		Derivativ
Security	or Exercise		any	Code	Derivative	(Month/Day	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5)
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Evniration		or	
						Exercisable	Expiration Date	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Ctaal										
Stock								~		
Option	\$ 2.43	01/22/2013		M	563	(6)	(6)	Common	563	\$ 0
(Right to	Ψ 2.Τ3	01/22/2013		141	303	<u>· · · · · · · · · · · · · · · · · · · </u>	<u></u>	Stock	303	ΨΟ
Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Stevens Glenn Henry C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921	X		President, CEO and Director			

Signatures

/s/: Glenn H.
Stevens

**Signature of Reporting Person

O1/22/2013

Date

Reporting Owners 2

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 June 14, 2011, which complies with the requirements of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.12 to \$4.23, 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.
- Includes 43,000 shares acquired through a restricted stock award on March 23, 2011 and 95,000 shares acquired through a restricted stock (3) unit grant on March 1, 2012. Such shares vest 25% per year on each of the first four anniversaries of the grant date. As of the date of this report, of such restricted stock awards and restricted stock units, 10,750 shares are vested and 127,250 remain unvested.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.02 to \$4.09, 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.04 to \$4.17, 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.
- Such stock options were granted on December 30, 2005 and vested ratably over three years, with one-third of the options vesting on each of the first three anniversaries of the grant date. The stock options have a term of ten years. As of the date of this report, 81,252 options remain outstanding.

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.