

Daher Michel
Form 4/A
March 25, 2013

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 *
MASTER GLOBAL ASSETS Ltd

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)
03/20/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

WALKERS CORPORATE SERVICES (BVI) LIMITED, WALKERS CHAMBERS 171 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/20/2013

6. Individual or Joint/Group Filing(Check Applicable Line)

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

ROAD TOWN TORTOLA, D8 D8 VG91110

(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	03/20/2013		P		26,499 (1)	A	\$ 4.38
Common Stock	03/20/2013		P		6,636 (1)	A	\$ 4.44
					4,582,841	D (2)	
					4,589,477	D (2)	

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

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASTER GLOBAL ASSETS Ltd WALKERS CORPORATE SERVICES (BVI) LIMITED WALKERS CHAMBERS 171 MAIN STREET ROAD TOWN TORTOLA, D8 D8 VG91110		X		
Daher Michel FERZOL MAIN ROAD, PO BOX 241 FERZOL, M8 M8		X		
Daher Abdallah PO BOX 241 FERZOL MAIN ROAD FERZOL, M8 M8		X		

Signatures

/s/ Eric Hall, attorney in fact for the reporting persons

03/25/2013

__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) In the Form 4 filed by Master Global Assets Limited ("MGAL"), Michel Daher and Abdallah Daher (collectively, the "Reporting Persons") on March 20, 2013, the Reporting Persons inadvertently reported the aggregate number of shares of GAIN Capital Holdings, Inc.'s common stock purchased on March 20, 2013 as 22,446. The aggregate number of shares purchased on such date was 33,135, and

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the purpose of this amendment to Form 4 is to correct such aggregate number of shares and report separately each transaction which occurred on such date.

- (2) The shares reported on this amendment to Form 4 are owned directly by MGAL. This Form 4 is being filed jointly by the Reporting Persons. Michel Daher and Abdallah Daher may be deemed to indirectly beneficially own the shares owned directly by MGAL because they are both the owners and directors of MGAL. Michel Daher and Abdallah Daher disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Act of 1934 or otherwise, Michel Daher or Abdallah Daher is the beneficial owner of any of the securities reported herein.

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.