

Haines Andrew
 Form 3
 December 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Haines Andrew (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2010 | 3. Issuer Name and Ticker or Trading Symbol GAIN Capital Holdings, Inc. [GCAP] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Information Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|---|---|--|

C/O GAIN CAPITAL HOLDINGS, INC., Â BEDMINSTER ONE135 ROUTE 202/206
 (Street)

BEDMINSTER NEW JERSEY, Â NJ Â 07921
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,000 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|---------------------------|------------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock Option (right to buy) | 06/06/2005 ⁽¹⁾ | 06/06/2015 | Common Stock | 11,000 ⁽²⁾ | \$ 4.5 | D | Â |
| Stock Option (right to buy) | 12/30/2005 ⁽¹⁾ | 12/30/2015 | Common Stock | 5,000 ⁽²⁾ | \$ 5.5 | D | Â |
| Stock Option (right to buy) | 07/28/2010 ⁽³⁾ | 07/28/2020 | Common Stock | 12,000 ⁽²⁾ | \$ 8.67 | D | Â |
| Restricted Stock Unit | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,500 ⁽²⁾ | \$ 0 | D | Â |
| Restricted Stock Unit | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 1,500 ⁽²⁾ | \$ 0 | D | Â |
| Restricted Stock Unit | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 5,000 ⁽²⁾ | \$ 0 | D | Â |
| Restricted Stock Unit | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 5,000 ⁽²⁾ | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Haines Andrew C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE135 ROUTE 202/206 BEDMINSTER NEW JERSEY,Â NJÂ 07921 | Â | Â | Â Chief Information Officer | Â |

Signatures

/s/ Andrew Haines
12/14/2010

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This stock option 1/3 vests on each anniversary of the date of grant until fully vested.
Each share of common stock and each share of common stock underlying the stock options and restricted stock units will be adjusted to
 - (2) reflect a 2.29-for-1 stock split of our common stock immediately prior to the closing of the Issuer's initial public offering, subject to certain conditions.
 - (3) Such stock options vest ratably over four years, with one-fourth of the options vesting on each of the first four anniversaries of the grant date.
 - (4)

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Such restricted stock units were granted on December 31, 2006 and vest ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date. There is no expiration date for the restricted stock units and shares will be delivered in 2014, subject to certain conditions.

- (5) Such restricted stock units were granted on June 30, 2007 and vest ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date. There is no expiration date for the restricted stock units and shares will be delivered in 2014, subject to certain conditions.

- (6) Such restricted stock units were granted on April 15, 2008 and vest ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date. There is no expiration date for the restricted stock units and shares will be delivered in 2014, subject to certain conditions.

- (7) Such restricted stock units were granted on December 15, 2009 and vest ratably over four years, with one-fourth of the restricted stock units vesting on April 15th every year. There is no expiration date for the restricted stock units and shares will be delivered in 2014, subject to certain conditions.

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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