

VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP
 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 *
 VANTAGEPOINT
 VENTURE ASSOCIATES IV
 LLC

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]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O VANTAGEPOINT
 VENTURE PARTNERS, 1001
 BAYHILL DRIVE, SUITE 300

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN BRUNO, CA 94066

(City) (State) (Zip)

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)

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
 (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	2,358,991	\$ (2)	D (3)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	323,570	\$ (2)	D (3)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	236,159	\$ (2)	D (4)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	32,393	\$ (2)	D (4)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	8,592	\$ (2)	D (5)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	1,179	\$ (2)	D (5)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	650,936	\$ (2)	D (6)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	89,286	\$ (2)	D (6)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANTAGEPOINT VENTURE ASSOCIATES IV LLC C/O VANTAGEPOINT VENTURE PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â	Â X	Â	Â
VANTAGEPOINT VENTURE PARTNERS IV Q LP C/O VANTAGEPOINT VENTURE PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â	Â X	Â	Â
VANTAGEPOINT VENTURE PARTNERS IV LP C/O VANTAGEPOINT VENTURE PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â	Â X	Â	Â
VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP C/O VANTAGEPOINT VENTURE PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA 94066	Â	Â X	Â	Â
VP NEW YORK VENTURE PARTNERS LP C/O VANTAGEPOINT VENTURE PARTNERS	Â	Â X	Â	Â

1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

SALZMAN ALAN E
C/O VANTAGEPOINT VENTURE PARTNERS
1001 BAYHILL DRIVE, SUITE 300
SAN BRUNO, CA 94066

^ ^ X ^ ^

Signatures

/s/ VANTAGEPOINT VENTURE ASSOCIATES IV, LLC., By: Alan E. Salzman, Managing Member	12/14/2010
**Signature of Reporting Person	Date
/s/ VANTAGEPOINT VENTURE PARTNERS IV (Q), L.P., By: VantagePoint Venture Associates IV, LLC, its General Partner, By: Alan E. Salzman, Managing Member	12/14/2010
**Signature of Reporting Person	Date
/s/ VANTAGEPOINT VENTURE PARTNERS IV, L.P., By: VantagePoint Venture Associates IV, LLC, its General Partner, By: Alan E. Salzman, Managing Member	12/14/2010
**Signature of Reporting Person	Date
/s/ VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND, L.P., By: VantagePoint Venture Associates IV, LLC, its General Partner, By: Alan E. Salzman, Managing Member	12/14/2010
**Signature of Reporting Person	Date
/s/ VP NEW YORK VENTURE PARTNERS, L.P., By: VantagePoint Venture Associates IV, LLC, its General Partner, By: Alan E. Salzman, Managing Member	12/14/2010
**Signature of Reporting Person	Date
/s/ Alan E. Salzman	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).

These securities are Series D Preferred Stock and Series E Preferred Stock of the Issuer and do not have an expiration date. These

(1) securities will convert automatically into shares of common stock upon the closing of the Issuer's initial public offering, subject to certain conditions.

Immediately prior to the closing of the Issuer's initial public offering, subject to certain conditions, each share of Series D Preferred Stock and Series E Preferred Stock will convert automatically into shares of the Issuer's common stock and will also subsequently be adjusted to reflect a 2.29-for-1 stock split of the Issuer's common stock.

(3) These securities are directly held by VantagePoint Venture Partners IV (Q), L.P. VantagePoint Venture Associates IV, L.L.C. is the general partner of VantagePoint Venture Partners IV (Q). VantagePoint Venture Associates IV, L.L.C. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities. Alan E. Salzman, through his authority to cause the general partner of the limited partnership that directly holds such securities to act, may be deemed to have voting and investment power with respect to such securities. Mr. Salzman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

(4) These securities are directly held by VantagePoint Venture Partners IV, L.P. VantagePoint Venture Associates IV, L.L.C. is the general partner of VantagePoint Venture Partners IV, L.P. VantagePoint Venture Associates IV, L.L.C. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities. Alan E. Salzman, through his authority to cause the general partner of the limited partnership that directly holds such securities to act, may be deemed to have voting and investment power with respect to such securities. Mr. Salzman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in

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such securities. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

These securities are directly held by VantagePoint Venture Partners IV, Principals Fund, L.P. VantagePoint Venture Associates IV, L.L.C. is the general partner of VantagePoint Venture Partners IV, Principals Fund, L.P. VantagePoint Venture Associates IV, L.L.C. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities. Alan E. Salzman, through

- (5) his authority to cause the general partner of the limited partnership that directly holds such securities to act, may be deemed to have voting and investment power with respect to such securities. Mr. Salzman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

These securities are directly held by VP New York Venture Partners, L.P. VantagePoint Venture Associates IV, L.L.C. is the general partner of VP New York Venture Partners, L.P. VantagePoint Venture Associates IV, L.L.C. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities. Alan E. Salzman, through his authority to cause the general

- (6) partner of the limited partnership that directly holds such securities to act, may be deemed to have voting and investment power with respect to such securities. Mr. Salzman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest in such securities. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer but do not affirm the existence of any such group.

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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