

LYONS HENRY C  
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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LYONS HENRY C</p> <p>(Last) (First) (Middle)</p> <p>C/O GAIN CAPITAL HOLDINGS, INC.,Â BEDMINSTER ONE135 ROUTE 202/206</p> <p>(Street)</p> <p>BEDMINSTER NEW JERSEY,Â NJÂ 07921</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GAIN Capital Holdings, Inc. [GCAP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Fin. Off and Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

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

<p>1. Title of Derivative Security</p> <p>(Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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## Edgar Filing: LYONS HENRY C - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	07/28/2020	Common Stock	30,000 (2)	\$ 8.67	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	25,000 (2)	\$ 0	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	10,000 (2)	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS HENRY C C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE135 ROUTE 202/206 BEDMINSTER NEW JERSEY,Â NJÂ 07921	Â	Â	Â Chief Fin. Off and Treasurer	Â

## Signatures

/s/ Henry C.  
Lyons

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 1/4 vests on each anniversary of the date of grant until fully vested.
  - (2) Each share of common stock underlying the stock option and restricted stock units will be adjusted to 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.  
Such restricted stock units were granted on April 15, 2008 and vest ratably over four years, with one-fourth of the restricted stock units
  - (3) vesting on each of the first four anniversaries of the grant date. There is no expiration date for restricted stock units and vested shares will be delivered to the reporting person in 2014, subject to certain conditions.
  - (4) Such restricted stock units were granted on December 15, 2009 and vest ratably over four years on April 15th every year. There is no expiration date for restricted stock units and vested shares will be delivered to the reporting person 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. 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.