## Edgar Filing: GAIN Capital Holdings, Inc. - Form 4

GAIN Capital Holdings, Inc.								
Form 4								
July 26, 2013 FORM 4 UNITED S <sup>7</sup>	TATES SECUF	RITIES A	ND EX	СНА	NGE C	OMMISSION	OMB AF	PROVAL
Charle this have	Was	shington,	D.C. 20	549			Number:	3235-0287
Subject to Section 16. Form 4 or Form 5 Filed pursu	ger STATEMENT OF CHANGES IN BENEFICIAL OWNERSH   6. SECURITIES   r Filed pursuant to Section 16(a) of the Securities Exchange Act or   ns Section 17(a) of the Public Utility Holding Company Act of 1935 of   inue. 20(b) of the Investment Company Act of 1940					Act of 1934, 1935 or Section	Expires: January 3 200 Estimated average burden hours per response 0	
1(b).								
(Print or Type Responses)								
1. Name and Address of Reporting Pe Galant Mark E	er Name <b>and</b> Ticker or Trading Capital Holdings, Inc. P]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Mi C/O GAIN CAPITAL HOLDI INC., BEDMINSTER ONE, 12 HWY. 202/206	(Month/E) NGS, 07/24/2	-	ansaction			X Director Officer (give t below)		Owner r (specify
(Street)	nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BEDMINSTER, NJ 07921						Form filed by M Person	ore than One Rep	porting
(City) (State) (Z	Zip) Tabl	e I - Non-D	Derivative	Secu	rities Acqu	iired, 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. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (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 07/24/2013 Stock		Code V $S_{(1)}^{(1)}$	Amount 1,900	(D) D	Price \$ 6.2647	1,085,607 <u>(3)</u>	D	
Common Stock 07/25/2013		S <u>(1)</u>	100	D	(2) \$ 6.24	1,085,507 <u>(3)</u>	D	
Common Stock						270,535	I	See footnote $(4)$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Other

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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting O	Relationships				
	Director	10% Owner	Officer		
Galant Mark E C/O GAIN CAPITA BEDMINSTER ON BEDMINSTER, NJ	Х				
Signatures					
/s/ Mark E. Galant	07/26/2013				
<u>**</u> 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).
- The shares were sold pursuant to a sales plan that complies with the requirements of Rule 10b5-1(c) under the Securities Exchange Act of (1) 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 \$6.25 to \$6.29, inclusive. The reporting person undertakes to provide to Gain Capital Holdings, Inc., any security holder of Gain Capital

- (2) 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.
- (3) Includes (i) 14,151 restricted stock units, which vest monthly over one year, beginning on June 16, 2012, the day immediately after the Company's 2012 Annual Meeting of Stockholders, and (ii) 17,046 restricted stock units, which vest monthly over one year, beginning on

June 14, 2013, the day immediately after the Company's 2013 Annual Meeting of Stockholders. As of the date of this report, 15,572 shares are vested and 15,625 are unvested.

(4) These shares are held indirectly by the 2007 Galant Family Trust, by and among Mark E. Galant, as donor, and the Goldman Sachs Trust Company of Delaware and Farid Naib, as trustees.

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.