

GAIN Capital Holdings, Inc.
Form SC 13G/A
February 12, 2018

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 6)*

GAIN Capital
Holdings, Inc.
(Name of
Issuer)

Common Stock,
\$0.00001 par
value
(Title of Class
of Securities)

36268W100
(CUSIP
Number)

December 31,
2017
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 7
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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		NAME OF REPORTING PERSON
1		
		Senvest Management, LLC CHECK THE APPROPRIATE
2		BOX IF A MEMBER (b) "
		OF A GROUP
3		SEC USE ONLY CITIZENSHIP OR PLACE OF
4		ORGANIZATION
		Delaware
		SOLE VOTING
5		POWER
		0
		SHARED VOTING
NUMBER OF SHARES	6	POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		3,461,190 SOLE DISPOSITIVE POWER
	7	
		0
		SHARED DISPOSITIVE
	8	POWER
		3,461,190
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

3,461,190

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

7.68%

TYPE OF

REPORTING

PERSON

OO, IA

10

11

12

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1	NAME OF REPORTING PERSON
2	Richard Mashaal CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Canada
5	SOLE VOTING POWER
6	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,461,190 SOLE DISPOSITIVE POWER
7	
8	0 SHARED DISPOSITIVE POWER
9	3,461,190 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

3,461,190

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.68%

TYPE OF

REPORTING

12

PERSON

IN, HC

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**Item
1(a). Name of Issuer.**

GAIN Capital Holdings, Inc. (the "Issuer")

**Item
1(b). Address of Issuer's Principal Executive Offices.**

Bedminster One

135 Route 202/206

Bedminster, New Jersey 07921

**Item
2(a). Name of Person Filing.**

This statement is filed by Senvest Management, LLC and Richard Mashaal.

The reported securities are held in the accounts of Senvest Master Fund, LP and Senvest Global (KY), LP (collectively, the "Investment Vehicles").

Senvest Management, LLC may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Senvest Management, LLC's position as investment manager of each of the Investment Vehicles. Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of Senvest Management, LLC. None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock reported herein.

**Item
2(b). Address of Principal Business Office.**

Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

Richard Mashaal

c/o Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

**Item
2(c). Place of Organization.**

Senvest Management, LLC – Delaware

Richard Mashaal – Canada

**Item
2(d). Title of Class of Securities.**

Common Stock, \$0.00001 par value

**Item
2(e). CUSIP Number.**

36268W100

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Item 3. If this Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the Person Filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (f) "

(g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G/A are calculated based upon an aggregate of 45,077,828 shares of Common Stock outstanding as of October 31, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 filed with the Securities and Exchange Commission on November 8, 2017.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The Investment Vehicles have the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the shares of Common Stock. Senvest Master Fund, LP has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 12, 2018

SENVEST MANAGEMENT, LLC

By: /s/ Bobby Trahanas

Name: Bobby Trahanas

Title: Chief Compliance Officer

/s/ Richard Mashaal

RICHARD MASHAAL