## Edgar Filing: Lyons Susanne D - Form 4

Form 4 March 05, 20											
									OMB AF	PROVAL	
FORM	UNITED	STATES		ITIES Al hington, 1			IGE C	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	er <b>STATEN</b> 5.		SECURI	ITIES			NERSHIP OF	Expires: January 3 20 Estimated average burden hours per response 0			
obligation may contin <i>See</i> Instruct 1(b).	s Section 17	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 Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> Lyons Susanne D			2. Issuer Name <b>and</b> Ticker or Trading Symbol GAIN Capital Holdings, Inc.					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) ( CAPITAL HOLI S. RT. 202/206		[GCAP] 3. Date of (Month/Da 03/01/20	-	insaction			X Director Officer (give below)		Owner er (specify	
	(Street)	ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BEDMINST	ER, NJ 07921								Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any		3. Transactio Code (Instr. 8)	n(A) or Dis (D) (Instr. 3, 4	and 5 (A) or	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	03/01/2012			Code V A	Amount 14,151	(D) A	Price \$ 0	23,503 <u>(2)</u>	D		

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Dat (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	<sup>7</sup> (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other Lyons Susanne D C/O GAIN CAPITAL HOLDINGS, INC. Х 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921 Signatures /s/: Susanne D. Lyons 03/05/2012 \*\*Signature of Date Reporting Person

## **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).
- (1) Restricted stock units, which vest monthly over one year, beginning on the day immediately following the Company's 2012 Annual Meeting of Stockholders.
- (2) Includes 9,542 restricted stock awards granted on March 23, 2011. Such shares vest monthly basis commencing on June 16, 2011. As of the date of this report, 6,235 shares are vested and 3,117 shares are unvested.

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.