

GAIN Capital Holdings, Inc.

Form 4

January 08, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stevens Glenn Henry

2. Issuer Name **and** Ticker or Trading
Symbol
GAIN Capital Holdings, Inc.
[GCAP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
135 US HWY. 202/206
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO & Director

BEDMNISTER, NJ 07921

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	01/06/2015		M		33,920	A	\$ 0 635,078
Common Stock ⁽¹⁾	01/06/2015		M		13,449	A	\$ 0 648,527
Common Stock ⁽¹⁾	01/06/2015		M		226,130	A	\$ 0 874,657
Common Stock ⁽¹⁾	01/06/2015		M		135,678	A	\$ 0 1,010,335
Common Stock ⁽¹⁾	01/06/2015		M		97,530	A	\$ 0 1,107,865

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

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SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	01/06/2015		M	33,920	(2) (2)	Common Stock 33,920
Restricted Stock Unit	(2)	01/06/2015		M	13,449	(2) (2)	Common Stock 13,449
Restricted Stock Unit	(3)	01/06/2015		M	226,130	(3) (3)	Common Stock 226,130
Restricted Stock Unit	(4)	01/06/2015		M	135,678	(4) (4)	Common Stock 135,678
Restricted Stock Unit	(5)	01/06/2015		M	97,530	(5) (5)	Common Stock 97,530

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stevens Glenn Henry 135 US HWY. 202/206 BEDMNISTER, NJ 07921	X President, CEO & Director

Signatures

/s/ Glenn Henry
Stevens 01/08/2015
 **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).

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- (1) Reflects deferred shares delivered pursuant to restricted stock units listed in Table II below.

Such restricted stock units were granted on December 31, 2006 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (2) Such restricted stock units were granted on June 30, 2007 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (3) Such restricted stock units were granted on April 15, 2008 and vested ratably over four years, with one-fourth of the restricted stock units vesting on each of the first four anniversaries of the grant date, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

- (4) Such restricted stock units were granted on December 15, 2009 and vested ratably over four years, with one-fourth of the restricted stock units vesting on April 15th of each of the four years following the grant, with the delivery of the underlying shares deferred until as soon as administratively practicable on or after December 31, 2014. There was no expiration date for the restricted stock units.

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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