

GAIN Capital Holdings, Inc.  
Form 8-K  
May 17, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**May 16, 2013**

**Date of Report (Date of earliest event reported)**

**GAIN CAPITAL HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-35008**  
**(Commission)**

**20-4568600**  
**(IRS Employer)**

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File No.)

Identification No.)

**Bedminster One**

**135 Route 202/206**

**Bedminster, New Jersey 07921**

**(Address of Principal Executive Offices)**

**(908) 731-0700**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On May 16, 2013, GAIN Capital Holdings, Inc., a Delaware corporation (the Company), issued a press release to report certain operating metrics for the Company's business for the month ended April 30, 2013. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.\*

**Item 9.01. Financial Statements and Exhibits**

**Exhibit  
No.**

**Description**

99.1 Press Release of GAIN Capital Holdings, Inc., dated May 16, 2013, reporting certain operating metrics.

\* The information furnished in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 17, 2013

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Daryl J. Carlough

Name: Daryl J. Carlough

Title: Interim Chief Financial Officer and Treasurer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of GAIN Capital Holdings, Inc., dated May 16, 2013, reporting certain operating metrics.