

Mills James Connell  
 Form 4  
 March 14, 2011

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

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Mills James Connell

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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/10/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O GAIN CAPITAL HOLDINGS, INC., BEDMINSTER ONE, 135 ROUTE 202/206

(Street)

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

SAN BRUNO, CA 94066

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/10/2011		A		200	A	\$ 7.62 54,500 D
Common Stock	03/10/2011		A		100	A	\$ 7.63 54,600 D
Common Stock	03/10/2011		A		100	A	\$ 7.65 54,700 D
Common Stock	03/10/2011		A		900	A	\$ 7.73 55,600 D
	03/10/2011		A		2,453	A	58,053 D

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Common Stock						\$ 7.75		
Common Stock	03/11/2011		A	300	A	\$ 7.75	58,353	D
Common Stock	03/11/2011		A	1,200	A	\$ 7.82	59,553	D
Common Stock	03/11/2011		A	100	A	\$ 7.83	59,653	D
Common Stock	03/11/2011		A	200	A	\$ 7.84	59,853	D
Common Stock	03/11/2011		A	300	A	\$ 7.85	60,153	D
Common Stock	03/11/2011		A	4,841	A	\$ 7.86	64,994	D
Common Stock	03/11/2011		A	200	A	\$ 7.87	65,194	D
Common Stock	03/11/2011		A	100	A	\$ 7.9	65,294	D
Common Stock	03/11/2011		A	703	A	\$ 7.92	65,997	D
Common Stock	03/11/2011		A	200	A	\$ 7.93	66,197	D
Common Stock	03/11/2011		A	200	A	\$ 7.98	66,397	D
Common Stock	03/11/2011		A	900	A	\$ 7.99	67,297	D
Common Stock	03/11/2011		A	300	A	\$ 8	67,597	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.**

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Mills James Connell  
C/O GAIN CAPITAL HOLDINGS, INC.  
BEDMINSTER ONE, 135 ROUTE 202/206  
SAN BRUNO, CA 94066

X

## Signatures

/s/ James C.  
Mills

03/14/2011

\_\_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).

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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