GAIN Capital Holdings, Inc.

Form 4

March 10, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MASTER GLOBAL ASSETS Ltd

2. Issuer Name and Ticker or Trading Symbol

GAIN Capital Holdings, Inc.

[GCAP]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 03/06/2014

WALKERS CORPORATE SERVICES (BVI) LIMITED, WALKERS

CHAMBERS 171 MAIN STREET

(Street)

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Officer (give title __X_ Other (specify

Former 10% Owner

below)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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Applicable Line)

Director

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Issuer

below)

ROAD TOWN TORTOLA, D8 VG91110

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	ecuriti	ies Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock, \$0.00001 par value per share	03/06/2014		S	650,000	D	\$ 9.98	3,400,000	D (1) (2) (3)	
Common Stock, \$0.00001 par value	03/06/2014		S	115,189	D	\$ 9.99	3,284,811	D (1) (2) (3)	

per share

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)

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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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
MASTER GLOBAL ASSETS Ltd WALKERS CORPORATE SERVICES (BVI) LIMITED WALKERS CHAMBERS 171 MAIN STREET ROAD TOWN TORTOLA, D8 VG91110				Former 10% Owner			
Daher Michel P.O. BOX 241, FERZOL MAIN ROAD BEKAA VALLEY, M8				Former 10% Owner			
Daher Abdallah P.O. BOX 241, FERZOL MAIN ROAD BEKAA VALLEY, M8				Former 10% Owner			

Signatures

MASTER GLOBAL ASSETS LTD, By: /s/ Michel Daher, Name: Michel Daher, Title: Director				
**Signature of Reporting Person	Date			
MICHEL DAHER, /s/ Michel Daher	03/10/2014			

2 Reporting Owners

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**Signature of Reporting Person

Date

ABDALLAH DAHER, /s/ Abdallah Daher

03/10/2014

**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).
 - This statement is jointly filed by and on behalf of each of Master Global Assets Ltd. ("Master"), Michel Daher and Abdallah Daher.
- (1) Master is the record and direct beneficial owner of the securities covered by this statement. Michel Daher and Abdallah Daher are the co-owners and co-directors of, and may be deemed to beneficially own securities owned by, Master.
- Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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.

Signatures 3