

GAIN Capital Holdings, Inc.  
 Form 4  
 June 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Bevilacqua Thomas A

(Last) (First) (Middle)

C/O VANTAGEPOINT CAPITAL PARTNERS, 1001 BAYHILL DRIVE, SUITE 300

(Street)

SAN BRUNO, CA

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2014

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

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

**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)		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			
Common Stock <sup>(1)</sup>	03/05/2014		A	V	7,537	A \$ 0	48,086 <sup>(2)</sup>	D <sup>(3)</sup>
Common Stock <sup>(4)</sup>	05/26/2015		A	V	8,937	A \$ 0	57,023 <sup>(5)</sup>	D <sup>(3)</sup>

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)

Edgar Filing: GAIN Capital Holdings, Inc. - Form 4

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bevilacqua Thomas A C/O VANTAGEPOINT CAPITAL PARTNERS 1001 BAYHILL DRIVE, SUITE 300 SAN BRUNO, CA		X		

## Signatures

/s/ Thomas A. Bevilacqua 06/05/2015

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).
- (1) Restricted stock units that vest monthly over one year, beginning on the day immediately following the Company's 2014 Annual Meeting of Stockholders. Although the grant has previously been disclosed in the Company's reports with the SEC, it has not been reported on a Form 4 by the reporting person.
  - (2) Includes 17,046 shares that were issued upon the settlement of restricted stock units that vested monthly over one year, beginning on the day immediately after the Company's 2013 Annual Meeting of Stockholders.
  - (3) Mr. Bevilacqua, one of the issuer's directors, is a managing director of VantagePoint Capital Partners. VantagePoint Management, Inc. has voting and investment control over these shares. Mr. Bevilacqua disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
  - (4) Restricted stock units that vest monthly over one year, beginning on the day immediately following the Company's 2015 Annual Meeting of Stockholders. This Form 4 is being submitted after the two business day filing deadline following the transaction date.
  - (5) Includes 7,537 restricted stock units, which vest monthly over one year, beginning on June 26, 2014, the day immediately after the Company's 2014 Annual Meeting of Stockholders. As of the date of this report, 6,908 shares are vested and 629 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.

## Edgar Filing: GAIN Capital Holdings, Inc. - Form 4

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.