UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Stevens Glenn Henry Form 4 March 26, 2013

FORM 4

(Prin

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OMB APPROVAL

3235-0287

OMB

(Check all applicable)

	Washington, D.C. 20549		Number:	3235-0287
Check this box if no longer	g ,	NEDCHID OF	Expires:	January 31, 2005
subject to Section 16.	F CHANGES IN BENEFICIAL OW SECURITIES	Estimated average burden hours per		
obligations may continue. Section 17(a) of the	Section 16(a) of the Securities Exchange Public Utility Holding Company Act of 19 of the Investment Company Act of 19	f 1935 or Section	response	0.5
nt or Type Responses)				
Name and Address of Reporting Person * evens Glenn Henry	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of l Issuer	Reporting Perso	on(s) to
	GAIN Capital Holdings, Inc.	(Chaol:	all annliaghla)	

(Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O GAIN CAPITAL HOLDINGS. 03/22/2013 President, CEO and Director

[GCAP]

INC., 135 U.S. RT. 202/206, SUITE 11

> 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BEDMINSTER, NJ 07921

(Street)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Code (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Price Amount (D) Common

03/22/2013 \$0 914,989 (2) Α 133,000 D Stock (1)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 onDerivative Securities Acquired (A) on Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option to Purchase (Right to Buy)	\$ 4.4	03/22/2013		A	108,000	(3)	03/22/2020	Common Stock	108,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
Topolonia Ciliano, Ilania	Director	10% Owner	Officer	Other	
Stevens Glenn Henry C/O GAIN CAPITAL HOLDINGS, INC. 135 U.S. RT. 202/206, SUITE 11 BEDMINSTER, NJ 07921	X		President, CEO and Director		

Signatures

/s/ Glenn H. 03/26/2013 Stevens **Signature of Date

Reporting Person

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 unit, which vests at a rate of 25% annually over four years commencing on the first anniversary of the date of grant.
- Includes 43,000 shares acquired through a restricted stock unit grant on March 1, 2012, which vests at a rate of 25% annually over four years commencing on the first anniversary of the date of grant and 95,000 shares acquired through a restricted stock award on March 23, 2011, which vests at a rate of 25% annually over four years commencing on the first anniversary of the date of grant. As of the date of
- this report, 58,250 shares are vested and 79,750 shares are unvested.
- Such stock options vest 25% annually over four years commencing on the first anniversary of the date of grant. The stock options have a (3) term of seven years.

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.

Reporting Owners 2