

GAIN Capital Holdings, Inc.
 Form 4
 May 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
3I CORP

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)
400 MADISON AVENUE, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2013

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

(Street)
NEW YORK, NY 10017

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2013		S		150,000	D	\$ 5.5	4,718,202	I	See footnote (1) (2) (3)
Common Stock	05/23/2013		S		1,200,000	D	\$ 5.35	3,518,202	I	See footnote (4)

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

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number.

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 Beneficially Owned Following Reporting 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
3I CORP 400 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10017		X		
3i U.S. Growth Corp 400 MADISON AVENUE, 9TH FLOOR NEW YORK, NY 10017		X		
3I INVESTMENTS PLC 16 PALACE STREET LONDON, X0 SW1E 5JD		X		

Signatures

/s/ Ken Hanau, as authorized signatory of 3i Corporation	05/24/2013
**Signature of Reporting Person	Date
/s/ Ken Hanau, as authorized signatory of 3i U.S. Growth Corporation	05/24/2013
**Signature of Reporting Person	Date
/s/ Alastair Richardson, as authorized signatory of 3i Investments plc	05/24/2013
**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) Consists of 2,477,140 shares owned directly by 3i U.S. Growth Partners LP ("Growth Partners"), 162,476 shares owned directly by 3i Growth Capital (USA) D LP ("Growth Capital D"), 1,090,394 shares owned directly by 3i Growth Capital (USA) E LP ("Growth Capital E"), 162,476 shares owned directly by 3i Growth Capital (USA) P LP ("Growth Capital P") and 825,716 shares owned directly by Mayflower L.P. ("Mayflower"). 3i U.S. Growth Corporation is the general partner of Growth Partners, Growth Capital D, Growth Capital E and Growth Capital P (together, the "Growth Funds") and has investment authority over the shares held by such Growth Funds. 3i Corporation is the manager of the Growth Funds that directly own the reported securities. Investment and divestment decisions are made by the board of directors of 3i Corporation, which is an indirect wholly owned subsidiary of 3i Group plc ("3i Group plc"), a public company listed on the London Stock Exchange. (Continued in Footnote 2)

(2) As a result, 3i Corporation, as manager of each of the Growth Funds, and 3i U.S. Growth Corporation, as general partner of each of the Growth Funds, may be deemed to have voting and dispositive power with respect to the shares of common stock held by the Growth Funds. 3i Investments plc is the manager of Mayflower and has investment authority over the shares held by Mayflower and may be deemed to have voting and dispositive power with respect to the shares of common stock held by Mayflower. Each of 3i U.S. Growth Corporation and 3i Investments plc is an indirect wholly-owned subsidiary of 3i Group. 3i Group is the direct or indirect beneficial owner of all general partnership and limited partnership interests in Growth Capital D, Growth Capital P and Mayflower. 3i Group is an indirect limited partner in Growth Capital E and Growth Partners. (Continued in Footnote 3)

(3) Each of 3i Corporation, 3i U.S. Growth Corporation, 3i Investments plc and 3i Group disclaims beneficial ownership of the shares, except to the extent of its pecuniary interest, if any, therein.

(4) Consists of 1,847,118 shares owned directly by Growth Partners, 121,153 shares owned directly by Growth Capital D, 813,069 shares owned directly by Growth Capital E, 121,153 shares owned directly by Growth Capital P and 615,709 shares owned directly by Mayflower.

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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