GAIN Capital Holdings, Inc.

Form 4

January 30, 2014

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

OMB Number:

3235-0287

Expires:

January 31, 2005

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

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 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

Issuer

below)

GAIN Capital Holdings, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

[GCAP]

(Month/Day/Year)

01/28/2014

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

Director Officer (give title X\_\_ 10% Owner Other (specify

WALKERS CORPORATE SERVICES (BVI) LIMITED, WALKERS

**CHAMBERS 171 MAIN STREET** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ROAD TOWN TORTOLA, D8 D8 VG91110

> (City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Ownership Form: Direct (D) or Indirect (I)

Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount

Transaction(s) or (Instr. 3 and 4) (D) Price

Common Stock

01/28/2014 01/28/2014 S 250,000

4,258,531 8.75

 $\mathbf{D}^{(1)}$ 

(Instr. 4)

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

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**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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other

Director

MASTER GLOBAL ASSETS Ltd WALKERS CORPORATE SERVICES (BVI) LIMITED WALKERS CHAMBERS 171 MAIN STREET ROAD TOWN TORTOLA, D8 D8 VG91110

X

## **Signatures**

/s/ Mark Daher, as Attorney-in-Fact

01/30/2014

\*\*Signature of 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).

The shares reported on this Form 4 are owned directly by Master Global Assets Limited ("MGAL"). This Form 4 is being filed jointly by MGAL, Michel Daher and Abdallah Daher. Michel Daher and Abdallah Daher may be deemed to indirectly beneficially own the shares owned directly by MGAL because they are both the owners and directors of MGAL. Michel Daher and Abdallah Daher disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, Michel Daher or Abdallah Daher is the beneficial owner of any of the securities reported herein.

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.

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