

GAIN Capital Holdings, Inc.
 Form 4/A
 February 07, 2014

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 *
 MASTER GLOBAL ASSETS Ltd

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2014

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

WALKERS CORPORATE SERVICES (BVI) LIMITED, WALKERS CHAMBERS 171 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/28/2014

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

ROAD TOWN TORTOLA, D8 D8 VG91110

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price \$		
Common Stock	01/27/2014	01/27/2014	S	8,531 ⁽¹⁾	D 8.79 ⁽³⁾	4,500,000	D ⁽²⁾
Common Stock	01/27/2014	01/27/2014	S	29,139 ⁽¹⁾	D \$ 9.1 ⁽³⁾	4,470,861	D ⁽²⁾
Common Stock	01/28/2014	01/28/2014	S	250,000 ⁽¹⁾	D \$ 8.75	4,220,861	D ⁽²⁾

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

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(9-02)

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. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASTER GLOBAL ASSETS Ltd WALKERS CORPORATE SERVICES (BVI) LIMITED WALKERS CHAMBERS 171 MAIN STREET ROAD TOWN TORTOLA, D8 D8 VG91110		X		
Daher Abdallah PO BOX 241 FERZOL MAIN ROAD FERZOL, M8 M8			X	
Daher Michel FERZOL MAIN ROAD, PO BOX 241 BEKAA VALLEY, M8 1107			X	

Signatures

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

02/07/2014

**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).

In the Form 4 filed by Master Global Assets Limited ("MGAL"), Michel Daher and Abdallah Daher (collectively, the "Reporting Persons") on January 30, 2014, the Reporting Persons inadvertently reported the number of shares of GAIN Capital Holdings, Inc.'s

(1) Common Stock sold to include only the 250,000 shares of Common Stock sold by MGAL on January 28, 2014. MGAL also sold shares of Common Stock on January 27, 2014, and the purpose of this amendment to Form 4 is to correct such aggregate number of shares sold and report separately each transaction which occurred on such date.

The shares reported on this amendment to Form 4 are owned directly by MGAL. This Form 4 is being filed jointly by the Reporting Persons. 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 Act of 1934 or otherwise, Michel Daher or Abdallah Daher is the beneficial owner of any of the securities reported herein.

(2) The price reported is a weighted average price. The highest sale price was \$9.19, and the lowest sale price was \$8.59. The Reporting Persons undertake to provide to GAIN Capital Holdings, Inc., any security holder of GAIN Capital Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth in this footnote.

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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