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

GAIN Capita Form 4 March 25, 20	ll Holdings, Inc.									
FORM	Л								PPROVAL	
-	Washington, D.C. 20549							OMB Number:	3235-0287 January 31,	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation	6. Filed purs	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES Filed pursuant to Section 16(a) of the Securities Exchang						Estimated av burden hours response ge Act of 1934,		
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).										
(Print or Type Responses)										
SCHENK JOSEPH A Symbol				nd Ticker or		g	5. Relationship of Reporting Person(s) to Issuer			
	GAIN Capital Holdings, Inc. GCAP]				(Check all applicable)					
			onth/Day/Year	-			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amer				endment, Date Original nth/Day/Year)			<ol> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
BEDMINST JERSEY, N.								More than One Re		
(City)		Zip)	Table I - Nor	n-Derivative	Securi	ties Ac	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		Code	TransactionAcquired (A) or			SecuritiesFBeneficially(OwnedIFollowing(ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	03/23/2011		Code A	V Amount 9,352		Price \$ 0	(Instr. 3 and 4) 9,352	D		

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.

 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. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code N	<sup>7</sup> (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Ov	Relationships						
Troporting 0.	Director	10% Owner	Officer	Other			
C/O GAIN CAPIT BEDMINSTER	SCHENK JOSEPH A C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER BEDMINSTER NEW JERSEY, NJ 07921						
Signatures	5						
/s/ Joseph Schenk	03/25/2011						
<u>**</u> 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).
- Restricted stock award, which restrictions lapse monthly over one year, beginning on the day immediately following the Company's 2011 (1) Annual Meeting of Stockholders.

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.