Stevens Glenn Henry Form 4 January 21, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

Stock

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* Stevens Glenn Henry

(First)

C/O GAIN CAPITAL HOLDINGS. INC.

(Street)

BEDMINSTER, NJ 07921

01/19/2011

(Middle)

(Month/Day/Year)

01/19/2011

Symbol

[GCAP]

3. Date of Earliest Transaction

GAIN Capital Holdings, Inc.

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Indirect (I)

D

Owned

(City)	(State)	(Zip) Tabl	le I - Non-D	Perivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		anv	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial

16,783 D

Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Common 01/19/2011 M 16,783 16,783 D Stock Common

S

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

(Month/Day/Year)

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of

Ownership

(Instr. 4)

(9-02)

### Edgar Filing: Stevens Glenn Henry - Form 4

# 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of conDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to buy)	\$ 0.77	01/19/2011		M	16,783	<u>(1)</u>	<u>(1)</u>	Common Stock	16,783	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Stevens Glenn Henry C/O GAIN CAPITAL HOLDINGS, INC.	X		President and CEO			
BEDMINSTER, NJ 07921	Λ		Tresident and CLO			

# **Signatures**

/s/ Glenn
Stevens

\*\*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) Such stock options were granted on June 10, 2003 and vest ratably over three years, with one-third of the options vesting on each of the first three anniversaries of the grant date. The stock options have a term of ten 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.

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