

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**June 5, 2019**

**Date of Report (Date of earliest event reported)**

**GAIN CAPITAL HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-35008**  
**(Commission File No.)**

**20-4568600**  
**(IRS Employer Identification No.)**

**Bedminster One**  
**135 Route 202/206**  
**Bedminster, New Jersey 07921**  
**(Address of Principal Executive Offices)**

**(908) 731-0700**  
**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

**Item 7.01. Regulation FD Disclosure.**

On June 5, 2019, GAIN Capital Holdings, Inc., a Delaware corporation (the “Company”), issued a press release to report certain operating metrics for the Company’s business for the month ended May 31, 2019. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.\*

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release of GAIN Capital Holdings, Inc., dated June 5, 2019.

\* The information furnished in Item 7.01 of this Current Report on Form 8-K and on Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 5, 2019

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Nigel Rose  
Nigel Rose  
Chief Financial Officer

---

## Exhibit Index

Exhibit No.	Description
99.1	<a href="#">Press Release of GAIN Capital Holdings, Inc., dated June 5, 2019.</a>



## GAIN Capital Announces Monthly Metrics for May 2019

**BEDMINSTER, N.J., June 5, 2019/PRNewswire/** -- GAIN Capital Holdings, Inc. (NYSE: GCAP) ("GAIN" or "the Company") today reported certain operating metrics for the month of May 2019.

	May-19	Apr-19	May-18	Sequential Change	Year-over-year change
<b>Retail Segment</b>					
OTC Trading Volume <sup>(1)</sup>	\$ 180.3	\$ 146.3	\$ 243.3	23.2 %	(25.9)%
OTC Average Daily Volume	\$ 7.8	\$ 6.7	\$ 11.1	16.4 %	(29.7)%
12 Month Trailing Active OTC Accounts <sup>(2)</sup>	119,020	120,515	131,036	(1.2)%	(9.2)%
3 Month Trailing Active OTC Accounts <sup>(2)</sup>	69,858	68,908	77,603	1.4 %	(10.0)%
<b>Futures Segment</b>					
Number of Futures Contracts	796,899	522,132	694,481	52.6 %	14.7 %
Futures Average Daily Contracts	36,223	24,863	31,567	45.7 %	14.7 %
12 Month Trailing Active Futures Accounts <sup>(2)</sup>	7,404	7,307	7,929	1.3 %	(6.6)%

All volume figures reported in billions.

<sup>1</sup> US dollar equivalent of notional amounts traded.

<sup>2</sup> Accounts that executed a transaction during the relevant period.

Historical metrics and financial information can be found on the Company's investor relations website <http://ir.gaincapital.com>.

This operating data is preliminary and subject to revision and should not be taken as an indication of GAIN's financial performance. GAIN undertakes no obligation to publicly update or review previously reported operating data.

## **About GAIN**

GAIN Capital Holdings, Inc. provides innovative trading technology and execution services to retail and institutional investors worldwide, with multiple access points to OTC markets and global exchanges across a wide range of asset classes, including foreign exchange, commodities, and global equities. GAIN Capital is headquartered in Bedminster, New Jersey, with a global presence across North America, Europe and the Asia Pacific regions. For further company information, visit [www.gaincapital.com](http://www.gaincapital.com).

### **Investor Relations Contact**

Lauren Tarola, Edelman for GAIN Capital

+1 908.731.0737

[ir@gaincapital.com](mailto:ir@gaincapital.com)

### **Media Contact**

Nicole Briguet, Edelman for GAIN Capital

+1 212-704-8164

[pr@gaincapital.com](mailto:pr@gaincapital.com)