

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rotsztain Diego</u>  (Last) (First) (Middle) C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE, 135 US HWY. 202/206  (Street) BEDMINSTER NJ 07921  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GAIN Capital Holdings, Inc. [ GCAP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	07/31/2020		D <sup>(2)</sup>		91,010	D	\$6	46,268	D	
Common Stock <sup>(1)</sup>	07/31/2020		D <sup>(3)</sup>		40,388	D	\$6	5,880	D	
Common Stock <sup>(1)</sup>	07/31/2020		D <sup>(4)</sup>		5,880	D	\$6	0	D	
Common Stock <sup>(1)</sup>	07/31/2020		A <sup>(5)</sup>		30,581	A	\$6	30,581	D	
Common Stock <sup>(1)</sup>	07/31/2020		D <sup>(6)</sup>		30,581	D	\$6	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On July 31, 2020, Gain Capital Holdings, Inc. (the "Issuer") and StoneX Group Inc. (f/k/a INTL FCStone Inc.) completed the merger (the "Merger") contemplated by the Agreement and Plan of Merger among the parties thereto, dated as of February 26, 2020 (the "Merger Agreement").
- Pursuant to the terms of the Merger Agreement, each share of Issuer common stock reported in Table I above was converted into the right to receive \$6.00 in cash (the "Merger Consideration").
- Disposed of pursuant to the terms of the Merger Agreement under which each restricted stock unit ("RSU") that is subject to time-based vesting was canceled in exchange for a cash payment representing a number of shares of common stock subject to such RSU, multiplied by the Merger Consideration.
- Disposed of pursuant to the terms of the Merger Agreement under which each performance-based RSU ("PRSU") for which the performance period has ended was canceled in exchange for a cash payment representing a number of shares of common stock subject to such PRSU determined based on actual performance during the performance period, multiplied by the Merger Consideration.
- On March 14, 2019, the reporting person received a compensatory grant of PRSUs for which vesting was dependent on the Issuer's performance. Pursuant to the Merger Agreement, such PRSUs for which the performance period has not ended were vested at target performance as of the Merger.
- Disposed of pursuant to the terms of the Merger Agreement under which each PRSU for which the performance period has not ended was canceled in exchange for a cash payment representing a number of shares of common stock subject to such PRSU determined based on target performance, multiplied by the Merger Consideration.

/s/ Diego Rotsztain 08/04/2020

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.