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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

GAIN CAPITAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

20-4568600  
(I.R.S. Employer Identification Number)

Bedminster One  
135 Route 202/206  
Bedminster, New Jersey  
(Address of principal executive offices)

07921  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be registered**

**Name of each exchange on which each class is to be registered**

Series A Preferred Stock Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: None.

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

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**Item 1. Description of Registrant's Securities to be Registered.**

The Company's Form 8-A registration statement originally filed on April 9, 2013 and as amended on April 8, 2016 is hereby amended to describe the following transaction:

Effective April 8, 2019, GAIN Capital Holdings, Inc. (the "Company") entered into Amendment No. 2 to its Rights Agreement dated as of April 9, 2013 (as amended by Amendment No. 1 dated as of April 8, 2016, the "Rights Agreement") with Broadridge Corporate Issuer Solutions, Inc., as rights agent, to extend the term of the Rights Agreement to April 9, 2022 unless earlier redeemed or exchanged by the Company in accordance with the terms of the Rights Agreement. In addition, the exercise price of the rights is changed from \$27.50 to \$28.00.

The material terms of Amendment No. 2 to the Rights Agreement are described in the Company's Form 8-K dated April 9, 2019.

**Item 2. Exhibits.**

1. Amendment No. 2, dated April 8, 2019, to the Rights Agreement, dated as of April 9, 2013, between GAIN Capital Holdings, Inc. and Broadridge Corporate Issuer Solutions, Inc., as Rights Agent (incorporated herein by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on April 9, 2019).
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Diego Rotsztain

Name: Diego Rotsztain

Title: EVP, General Counsel and Secretary

April 9, 2019

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