

**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**

January 8, 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 2.02. Results of Operations and Financial Condition.

On January 8, 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 December 31, 2018. The press release also included certain information regarding the Company's revenue for the quarter ended December 31, 2018. 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.

Exhibit No.	Description
99.1*	Press Release of GAIN Capital Holdings, Inc., dated January 8, 2019.

* The information furnished in Item 2.02 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: January 8, 2019

GAIN CAPITAL HOLDINGS, INC.

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

Exhibit Index

Exhibit No.	Description
99.1	Press Release of GAIN Capital Holdings, Inc., dated January 8, 2019.



GAIN Capital Announces Monthly Metrics for December 2018

BEDMINSTER, N.J., January 8, 2019/PRNewswire/ – GAIN Capital Holdings, Inc. (NYSE: GCAP) (“GAIN” or “the Company”) today reported certain operating metrics for the month of December 2018.

	Dec-18	Nov-18	Dec-17	Sequential Change	Year-over-year change
Retail Segment					
OTC Trading Volume ⁽¹⁾	\$ 192.6	\$ 207.2	\$ 163.6	(7.0)%	17.7 %
OTC Average Daily Volume	\$ 9.6	\$ 9.4	\$ 8.2	2.1 %	17.1 %
12 Month Trailing Active OTC Accounts ⁽²⁾	123,171	123,932	132,262	(0.6)%	(6.9)%
3 Month Trailing Active OTC Accounts ⁽²⁾	68,696	67,632	80,122	1.6 %	(14.3)%
Futures Segment					
Number of Futures Contracts	641,094	654,077	516,691	(2.0)%	24.1 %
Futures Average Daily Contracts	32,055	31,147	25,835	2.9 %	24.1 %
12 Month Trailing Active Futures Accounts ⁽²⁾	7,717	7,758	7,838	(0.5)%	(1.5)%

All volume figures reported in billions.

¹ US dollar equivalent of notional amounts traded.

² Accounts that executed a transaction during the relevant period. For the quarter, indirect volume represented 24% of total retail OTC trading volume.

Management Commentary

“December was marked by an increase in average daily volume, both sequentially and year-over-year, to \$9.6 billion, supporting an improvement in metrics as compared to Q3 2018,” said Glenn Stevens, Chief Executive Officer of GAIN Capital. “With volatility muted until the final weeks of the quarter, Q4 revenue capture came in around \$97 per million. Additionally, we continued to see positive results from our planned uplift in marketing, with spend increasing by around a third in the fourth quarter and new accounts increasing for the second consecutive quarter, which is expected to drive additional volume and revenue in 2019.”

Additional Share Count Assumption Update

The Company also estimates its weighted-average common shares outstanding for the fourth quarter 2018 to be approximately 40.6 million shares.

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.

Investor Relations Contact

Lauren Tarola, Edelman for GAIN Capital

+1 908.731.0737

ir@gaincapital.com

Media Contact

Nicole Briguet, Edelman for GAIN Capital

+1 212-704-8164

pr@gaincapital.com