

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES
EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35008

GAIN Capital Holdings, Inc.

(Exact name of registrant as specified in its charter)

**Bedminster One
135 Route 202/206
Bedminster, New Jersey 07921
(908) 731-0700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.00001
(Title of each class of securities covered by this Form)

N/A

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	x
Rule 12g-4(a)(2)	o
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	o
Rule 15d-6	o
Rule 15d-22(b)	o

Approximate number of holders of record as of the certification or notice date: one (1).

Pursuant to the requirements of the Securities Exchange Act of 1934, GAIN Capital Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 10, 2020

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Diego Rotsztain
Name: Diego Rotsztain
Title: General Counsel & Secretary
