

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**

July 12, 2018

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

GAIN Capital Holdings, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) via webcast on Thursday, July 12, 2018. At the Annual Meeting, the following matters were submitted to a vote of stockholders:

- the election of three (3) Class II directors to serve until the Company’s 2021 Annual Meeting of Stockholders, or until their successors shall have been duly elected and qualified; and
- the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018.

At the close of business on May 18, 2018, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 44,969,705 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. The holders of 35,956,073 shares of the Company’s common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum.

The following are the voting results on each matter submitted to the Company’s stockholders. At the Annual Meeting, (i) each nominee for election as a Class II director was elected and (ii) the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2018 was ratified.

Proposal 1. Election of Class II Directors

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Alex Goor	22,526,430	251,600	13,376	13,164,667
Mark Richards	22,526,275	251,755	13,376	13,164,667
Christopher Sugden	18,856,915	3,259,085	675,406	13,164,667

Proposal 2. Ratification of Selection of Independent Registered Public Accounting Firm

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
35,802,394	112,174	41,505	-

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: July 17, 2018

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Diego Rotsztain
Diego Rotsztain
EVP and General Counsel