

**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**

October 4, 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))

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 October 4, 2018, 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 September 30, 2018. The press release also included certain information regarding the Company’s revenue for the quarter ended September 30, 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 October 4, 2018.

* 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: October 4, 2018

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 October 4, 2018.



GAIN Capital Announces Monthly Metrics for September 2018

BEDMINSTER, N.J., October 4, 2018/PRNewswire/ – GAIN Capital Holdings, Inc. (NYSE: GCAP) (“GAIN” or “the Company”) today reported certain operating metrics for the month of September 2018.

	Sept-18	Aug-18	Sept-17	Sequential Change	Year-over-year change
Retail Segment					
OTC Trading Volume ⁽¹⁾	\$ 149.6	\$ 174.6	\$ 202.6	(14.3)%	(26.2)%
OTC Average Daily Volume	\$ 7.5	\$ 7.6	9.6	(1.3)%	(21.9)%
12 Month Trailing Active OTC Accounts ⁽²⁾	129,182	128,949	133,813	0.2 %	(3.5)%
3 Month Trailing Active OTC Accounts ⁽²⁾	71,597	73,144	82,275	(2.1)%	(13.0)%
Futures Segment					
Number of Futures Contracts	554,687	576,140	478,196	(3.7)%	16.0 %
Futures Average Daily Contracts	29,194	25,050	23,910	16.5 %	22.1 %
12 Month Trailing Active Futures Accounts ⁽²⁾	7,550	7,546	8,056	0.1 %	(6.3)%

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 25% of total retail OTC trading volume.

Management Commentary

"Generally lackluster trading conditions throughout the third quarter negatively impacted trading volumes in our retail and futures businesses across GAIN's global footprint," said Glenn Stevens, Chief Executive Officer. "However, while volumes were down, revenue per million increased to about \$162 for the quarter. The increase in RPM was driven primarily by pockets of volatility in emerging market currencies, including the Turkish Lira, as trading in these products typically generates higher revenue capture for us. Events in Turkey, as well as Argentina, during the quarter also had a ripple effect of a few brief periods of increased trading activity in EUR, GBP and Metals. The foregoing did not impact our Futures business, which saw revenue per contract of about \$5.15 during the third quarter."

Additional Share Count Assumption Update

The Company also estimates its weighted-average common shares outstanding for the third quarter 2018 to be approximately 45.0 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.

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