

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>IPGL Ltd</u> _____ (Last) (First) (Middle) 3RD FLOOR, 39 SLOANE STREET _____ (Street) LONDON X0 SW1X 9LP _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GAIN Capital Holdings, Inc. [GCAP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.00001 per share	07/31/2020		D		953,031 ⁽¹⁾	D	(1)	0	D ⁽²⁾	
Common Stock, par value \$0.00001 per share	07/31/2020		D		4,629,950 ⁽¹⁾	D	(1)	0	I	See Footnotes ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
IPGL Ltd

 (Last) (First) (Middle)
 3RD FLOOR, 39 SLOANE STREET

 (Street)
 LONDON X0 SW1X 9LP

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
IPGL NO. 1 LTD

 (Last) (First) (Middle)
 3RD FLOOR, 39 SLOANE STREET

 (Street)
 LONDON X0 SW1X 9LP

 (City) (State) (Zip)

Explanation of Responses:

1. Disposed of pursuant to the Agreement and Plan of Merger dated February 26, 2020 (the "Merger Agreement"), among GAIN Capital Holdings, Inc., a Delaware corporation (the "Company"), INTL FCStone Inc. (now known as StoneX Group Inc.), a Delaware corporation ("Parent") and its wholly owned subsidiary, Golf Merger Sub I Inc., a Delaware corporation ("Merger Sub"), Merger Sub was merged with and into the Company, with the Company continuing as the surviving corporation of the merger as a wholly owned subsidiary of Parent (the "Merger"). Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each share of common stock of the Company ("Company Stock") outstanding immediately prior to the Effective Time was converted into the right to receive \$6.00 in cash without interest ("Merger Consideration"), other than those shares as to which appraisal rights have been properly exercised under the Delaware General Corporation Law.

2. These shares are held of record by IPGL Limited ("IPGL"). David Jeremy Courtenay-Stamp, David Gelber, Thomas George Spencer, Michael Alan Spencer, John Douglas Rhoten and Samantha Anne Wren are the directors of IPGL, and have the power, acting by majority vote, to vote or dispose of shares directly held by IPGL. Each of Messrs. Courtenay-Stamp, Gelber, Spencer and Rhoten and Ms.

Wren hereby disclaims any beneficial ownership of any shares directly or indirectly held by IPGL, except to the extent of his or her pecuniary interest therein.

3. These shares are held directly by IPGL No. 1 Limited (f/k/a Fox & Trot Limited) ("IPGL No. 1"). IPGL, the 100% owner of IPGL No. 1, may be deemed to beneficially own the reported shares. Frederick Morton, David Jeremy Courtenay-Stamp, David Gelber and Samantha Anne Wren are the directors of IPGL No. 1, and act at the direction of the directors of IPGL to vote or dispose of shares directly held by IPGL No. 1, except in certain limited circumstances where they have the power, acting by majority vote, to vote or dispose of shares directly held by IPGL No. 1. Each of Messrs. Morton, Courtenay-Stamp and Gelber and Ms. Wren hereby disclaims any beneficial ownership of any shares directly held by IPGL No. 1, except to the extent of his or her pecuniary interest therein.

IPGL LIMITED, by /s/
Samantha Wren, its director 08/04/2020

IPGL NO. 1 LIMITED, by /s/
Samantha Wren, its director 08/04/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.