

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>3i US Growth Partners LP</u> (Last) (First) (Middle) C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET (Street) ST. HELIER, X0 JERSEY (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2010	3. Issuer Name and Ticker or Trading Symbol <u>GAIN Capital Holdings, Inc. [CGAP]</u>	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/14/2010 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Preferred Stock	(1)	(1)	Common Stock	2,165,178	(2)	I	See footnote ⁽³⁾⁽⁴⁾
Right to Receive Deferred Cash Consideration	(5)	(5)	Common Stock	649,501 ⁽⁵⁾	35.62 ⁽⁶⁾	D	

1. Name and Address of Reporting Person*
3i US Growth Partners LP
 (Last) (First) (Middle)
 C/O MOURANT & CO. LIMITED
 (ATTN: GROUP 12), 22 GRENVILLE STREET
 (Street)
 ST. HELIER, X0
 JERSEY
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
3i Growth Capital (USA) D L.P.
 (Last) (First) (Middle)
 C/O MOURANT & CO. LIMITED
 (ATTN: GROUP 12), 22 GRENVILLE STREET
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 ST. HELIER, X0
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 (Last) (First) (Middle)
 C/O MOURANT & CO. LIMITED

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[3i Growth Capital \(USA\) P L.P.](#)

(Last) (First) (Middle)

C/O MOURANT & CO. LIMITED
(ATTN: GROUP 12), 22 GRENVILLE STREET

(Street)

ST. HELIER, X0
JERSEY

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[3i Technology Partners III L.P.](#)

(Last) (First) (Middle)

C/O MOURANT & CO. LIMITED
(ATTN: GROUP 12), 22 GRENVILLE STREET

(Street)

ST. HELIER, X0
JERSEY

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[3i U.S. Growth Corp](#)

(Last) (First) (Middle)

SEAGRAM BUILDING
375 PARK AVENUE, SUITE 3001

(Street)

NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[3i Technology Corp](#)

(Last) (First) (Middle)

SEAGRAM BUILDING
375 PARK AVENUE, SUITE 3001

(Street)

NEW YORK NY 10152

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[3i GROUP PLC](#)

(Last) (First) (Middle)

16 PALACE STREET

(Street)

LONDON X0 SW1E 5JD

(City) (State) (Zip)

Explanation of Responses:

1. This amended Form 3 is filed to amend and restate the original Form 3 filed on December 14, 2010 in its entirety. The Series E Preferred Stock is convertible at any time, at the holder's election, and

automatically upon consummation of the issuer's initial public offering, at a conversion ratio of 1.676-to-1 and has no expiration date.

2. Immediately prior to the closing of the issuer's initial public offering, subject to certain conditions, each share of Series E Preferred Stock will convert automatically into shares of the issuer's common stock and will subsequently be adjusted to reflect a 2.29-for-1 stock split of the issuer's common stock.

3. Consists of 1,136,757 shares owned directly by 3i U.S. Growth Partners LP ("Growth Partners"), 74,560 shares owned directly by 3i Growth Capital (USA) D LP ("Growth Capital D"), 500,381 shares owned directly by 3i Growth Capital (USA) E LP ("Growth Capital E"), 74,560 shares owned directly by 3i Growth Capital (USA) P LP ("Growth Capital P") and 378,920 shares owned directly by 3i Technology Partners III LP ("Technology Partners"). (Footnote continued in number 4)

4. 3i U.S. Growth Corporation is the general partner of Growth Partners, Growth Capital D, Growth Capital E and Growth Capital P that has investment authority over the shares held by such funds. 3i Technology Corporation is the general partner of Technology Partners that has investment authority over the shares held by such fund. Each of 3i U.S. Growth Corporation and 3i Technology Corporation is an indirect wholly-owned subsidiary of 3i Group plc ("3i Group"). 3i Group is the indirect beneficial owner of all general partnership and limited partnership interests in Growth Capital D and Growth Capital P. 3i Group is an indirect limited partner in Growth Capital E, Growth Partners and Technology Partners. Each of 3i U.S. Growth Corporation, 3i Technology Corporation and 3i Group disclaims beneficial ownership of the shares, except to the extent of its pecuniary interest, if any, therein.

5. The right to receive deferred cash consideration represents the right to receive a payment from 3i Group equal to the difference between (i) the price per share of common stock at the closing of the issuer's initial public offering less (ii) 26.58 Euro (the "Deferred Payment Right"). The Deferred Payment Right is held by Growth Partners with respect to 487,126 shares of Series E Preferred Stock and by Technology Partners with respect to 162,375 shares of Series E Preferred Stock. Each of 3i U.S. Growth Corporation, 3i Technology Corporation and 3i Group disclaims beneficial ownership of the Deferred Payment Right, except to the extent of its pecuniary interest, if any, therein.

6. The per share strike price of 26.58 Euro is reported in U.S. dollars, as calculated pursuant to the prevailing exchange rate as of the date hereof.

/s/ Colin Paton, Authorized
Signer 12/22/2010

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Signer 12/22/2010

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Signer 12/22/2010

/s/ Colin Paton, Authorized
Signer 12/22/2010

/s/ Colin Paton, Authorized
Signer 12/22/2010

/s/ Linda Roberson, Authorized
Signer 12/22/2010

** 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 5 (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.