

**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**

June 5, 2019

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 7.01. Regulation FD Disclosure.

On June 5, 2019, GAIN Capital Holdings, Inc., a Delaware corporation (the “Company”), issued a press release to announce that its Chief Executive Officer, Glenn Stevens, would be speaking at the Sandler O'Neill Global Exchange and Brokerage Conference on June 5, 2019. The press release includes remarks from Mr. Stevens regarding the Company's recent financial performance. 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 June 5, 2019.

* The information furnished in Item 7.01 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: June 5, 2019

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 June 5, 2019.



GAIN Capital CEO Provides Business Update at Sandler O'Neill Global Exchange and Brokerage Conference

BEDMINSTER, N.J., June 5, 2019/PRNewswire/ -- Glenn Stevens, CEO of GAIN Capital Holdings, Inc. (NYSE: GCAP) ("GAIN" or "the Company") provides business update while presenting today at the Sandler O'Neill Global Exchange and Brokerage Conference. Stevens is scheduled to speak publicly at the conference at 9:00 AM ET.

"Our first quarter 2019 results reflected unusually unfavorable market conditions, including the CVIX reaching a near decade low and the Euro in its narrowest quarterly range since its inception, and were an aberration against a backdrop of nearly a decade of being a public company," commented Glenn Stevens, CEO of GAIN Capital. "While customer trading activity has remained subdued and volatility remains lower than normal, we are encouraged by indications that market conditions appear to be returning to more normalized levels in the second quarter. Specifically, in the first two months of the second quarter of this year, we are seeing a return to more normal RPM levels, in line with our historical trailing twelve-month rates. We also continue to see the benefit of our increased levels of marketing spend, as average monthly new accounts for the first two months of the second quarter are up 8% versus first quarter of 2019 and up 37% versus the fourth quarter of 2018.

"Turning to the expense side, we previously guided to an annual range of \$190- 200 million of overhead costs for full-year 2019. By focusing on continuing to optimize our cost structure outside of our growth initiatives such as marketing spend, we are now targeting a range of \$180 - 190 million of overhead costs for the full year. When you add up our strong balance sheet, demonstrated ability to attract new customers, and capacity to generate EBITDA in even less than optimal market conditions, it's clear that we are trading at price levels that are well below our actual value as a company."

A live audio webcast of the presentation will be available on the Investor Relations section of the GAIN Capital website (<http://ir.gaincapital.com>), with a replay of the webcast accessible for 90 days following the presentation.

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.

Forward-Looking Statements:

In addition to historical information, this release contains "forward-looking" statements that reflect management's expectations for the future. A variety of important factors could cause results to differ materially from such statements. These factors are noted throughout GAIN Capital's annual report on Form 10-K for the year ended December 31, 2018, as filed with the Securities and Exchange Commission on March 11, 2019, and include, but are not limited to, the actions of both current and potential new competitors, fluctuations in market trading volumes, financial market volatility, evolving industry regulations, errors or malfunctions in GAIN Capital's systems or technology, rapid changes in technology, effects of inflation, customer trading patterns, the success of our products and service offerings, our ability to continue to innovate and meet the demands of our customers for new or enhanced products, our ability to successfully integrate assets and companies we have acquired, our ability to effectively compete, changes in tax policy or accounting rules, fluctuations in foreign exchange rates and commodity prices, adverse changes or volatility in interest rates, as well as general economic, business, credit and financial market conditions, internationally or nationally, and our ability to continue paying a quarterly dividend in light of future financial performance and financing needs. The forward-looking statements included herein represent GAIN Capital's views as of the date of this release. GAIN Capital undertakes no obligation to revise or update publicly any forward-looking statement for any reason unless required by law.

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