

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>VANTAGEPOINT VENTURE ASSOCIATES IV LLC</u> (Last) (First) (Middle) 1111 BAYHILL DRIVE SUITE 220 (Street) SAN BRUNO CA 94066 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2019		A		15,290 ⁽¹⁾	A	\$0	109,477 ⁽²⁾	I ⁽³⁾	Thomas A. Bevilacqua
Common Stock								6,576,911	D ⁽⁴⁾⁽⁸⁾	
Common Stock								658,417	D ⁽⁵⁾⁽⁸⁾	
Common Stock								23,956	D ⁽⁶⁾⁽⁸⁾	
Common Stock								1,814,824	D ⁽⁷⁾⁽⁸⁾	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>VANTAGEPOINT VENTURE ASSOCIATES IV LLC</u> (Last) (First) (Middle) 1111 BAYHILL DRIVE SUITE 220 (Street) SAN BRUNO CA 94066 (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person*

VANTAGEPOINT VENTURE PARTNERS
IV LP

(Last) (First) (Middle)

1111 BAYHILL DRIVE
SUITE 220

(Street)

SAN BRUNO CA 94066

(City) (State) (Zip)

1. Name and Address of Reporting Person*

VANTAGEPOINT VENTURE PARTNERS
IV PRINCIPALS FUND LP

(Last) (First) (Middle)

1111 BAYHILL DRIVE
SUITE 220

(Street)

SAN BRUNO CA 94066

(City) (State) (Zip)

1. Name and Address of Reporting Person*

VANTAGEPOINT VENTURE PARTNERS
IV Q LP

(Last) (First) (Middle)

1111 BAYHILL DRIVE
SUITE 220

(Street)

SAN BRUNO CA 94066

(City) (State) (Zip)

1. Name and Address of Reporting Person*

VP NEW YORK VENTURE PARTNERS LP

(Last) (First) (Middle)

1111 BAYHILL DRIVE
SUITE 220

(Street)

SAN BRUNO CA 94066

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
VantagePoint Management, Inc.		
(Last)	(First)	(Middle)
1111 BAYHILL DRIVE SUITE 220		
(Street)		
SAN BRUNO	CA	94066
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
SALZMAN ALAN E		
(Last)	(First)	(Middle)
1111 BAYHILL DRIVE SUITE 220		
(Street)		
SAN BRUNO	CA	94066
(City) (State) (Zip)		

Explanation of Responses:

1. Restricted Stock Units that vest monthly over one year, beginning on the day immediately following the Company's 2019 Annual Meeting of Stockholders.
2. Includes 12,500 restricted stock units, which vest monthly over one year, beginning on the day immediately after the Company's 2018 Annual Meeting of Stockholders. As of the date of this report, 8,328 shares are vested and 4,172 are unvested.
3. VantagePoint Management, Inc. has the voting and investment control over these shares. Only VantagePoint Management, Inc. and Alan E. Salzman, its Chief Executive Officer, are acquiring beneficial ownership of these shares.
4. By VantagePoint Venture Partners IV (Q), L.P.
5. By VantagePoint Venture Partners IV, L.P.
6. By VantagePoint Venture Partners IV Principals Fund, L.P.
7. By VP New York Venture Partners, L.P.
8. The General Partner is VantagePoint Venture Associates IV, L.L.C. Alan E. Salzman is a managing member of the General Partner and may be deemed to have voting and investment power with respect to the shares or warrants held by these entities. Mr. Salzman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Issuer, but do not affirm the existence of any such group.

Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019
Alan E. Salzman	03/18/2019

** 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.