

VANTAGEPOINT VENTURE ASSOCIATES IV LLC
 Form 4
 March 18, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 VANTAGEPOINT VENTURE ASSOCIATES IV LLC

2. Issuer Name and Ticker or Trading Symbol
 GAIN Capital Holdings, Inc. [GCAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1111 BAYHILL DRIVE, SUITE 220
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/14/2019

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SAN BRUNO, CA 94066

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	03/14/2019		A	V Amount 15,290 (1)	\$ 0	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)	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANTAGEPOINT VENTURE ASSOCIATES IV LLC 1111 BAYHILL DRIVE SUITE 220 SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV LP 1111 BAYHILL DRIVE SUITE 220 SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV PRINCIPALS FUND LP 1111 BAYHILL DRIVE SUITE 220 SAN BRUNO, CA 94066		X		
VANTAGEPOINT VENTURE PARTNERS IV Q LP 1111 BAYHILL DRIVE SUITE 220 SAN BRUNO, CA 94066		X		
				X

VP NEW YORK VENTURE PARTNERS LP
 1111 BAYHILL DRIVE
 SUITE 220
 SAN BRUNO, CA 94066

VantagePoint Management, Inc.
 1111 BAYHILL DRIVE
 SUITE 220
 SAN BRUNO, CA 94066

X

SALZMAN ALAN E
 1111 BAYHILL DRIVE
 SUITE 220
 SAN BRUNO, CA 94066

Managing Member, VPVA
 IV, LLC

Signatures

Alan E. Salzman 03/18/2019

__Signature of Date
 Reporting Person

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Explanation of Responses:

- * 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).
- (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.

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- (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.

- 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
- (8) 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.

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

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