

McCrory Gerry  
Form 3  
December 14, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â McCrory Gerry (Last) (First) (Middle)	(Month/Day/Year) 12/14/2010	GAIN Capital Holdings, Inc. [GCAP]
	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)

C/O GAIN CAPITAL HOLDINGS, INC., Â BEDMINSTER ONE135 ROUTE 202/206  
(Street)

(Check all applicable)

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

BEDMINSTER NEW JERSEY, Â NJ Â 07921  
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	663,382	\$ (2)	I (3)	See footnote (3)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	640,506	\$ (2)	I (3)	See footnote (3)
Warrants	07/25/2001	07/25/2011	Series B Preferred Stock	223,514	\$ 1.11	I (3) (4)	See footnote (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCrory Gerry C/O GAIN CAPITAL HOLDINGS, INC. BEDMINSTER ONE135 ROUTE 202/206 BEDMINSTER NEW JERSEY,Â NJÂ 07921	Â X	Â	Â	Â

## Signatures

/s/ Gerry  
McCrory

12/14/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

These securities are Series A Preferred Stock and Series B Preferred Stock of the Issuer and do not have an expiration date. These securities will convert automatically into shares of common stock upon the closing of the Issuer's initial public offering, subject to certain conditions.

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

The reporting person is a managing director of Cross Atlantic Capital Partners and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Each share of Series B Preferred Stock underlying these warrants will be automatically converted into shares of common stock and adjusted to reflect a 2.29-for-1 stock split of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering, subject to certain conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.