

GAIN Capital Holdings, Inc.  
Form 8-K  
October 27, 2011

**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**

**October 27, 2011**

**Date of Report (Date of earliest event reported)**

**GAIN CAPITAL HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

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(State of Incorporation)

(Commission

(IRS Employer

File No.)

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))

**Item 2.02 Results of Operations and Financial Condition.**

On October 27, 2011, GAIN Capital Holdings, Inc., a Delaware corporation (the "Company"), issued a press release to report the Company's financial results for the fiscal quarter ended September 30, 2011. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.\*

**Item 7.01. Regulation FD Disclosure.**

On October 27, 2011, beginning at 5:00 p.m., eastern standard time, the Company will host a conference call concerning the Company's financial results for the fiscal quarter ended September 30, 2011. In connection with this conference call, the Company has made available for review on its website (ir.gaincapital.com) a copy of its corporate presentation. A copy of the corporate presentation is also attached hereto as Exhibit 99.2.\*

**Item 8.01 Other Events.**

On October 27, 2011, the Company announced that the Board of Directors has voted to initiate a quarterly dividend of \$0.05 per share. The dividend will be paid on December 23, 2011 to shareholders of record at the close of business on December 10, 2011.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit Number	Description
99.1	Press Release of GAIN Capital Holdings, Inc., October 27, 2011, reporting its financial results
99.2	Corporate Presentation

\* The information furnished in this Current Report on Form 8-K in Items 2.02 and 7.01, including Exhibits 99.1 and 99.2, 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: October 27, 2011

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Henry C. Lyons

Name: Henry C. Lyons

Title: Chief Financial Officer

**EXHIBIT INDEX**

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