

GAIN Capital Holdings, Inc.  
Form 8-K  
February 21, 2013

**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**

**February 21, 2013**

**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.)**  
**Bedminster One**

**20-4568600**  
**(IRS Employer Identification No.)**

**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))

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.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

As previously reported, on February 13, 2013, GAIN Capital Holdings, Inc. ( Gain ) issued an announcement required by applicable regulation in which it confirmed that it was in early stage discussions with London Capital Group Holdings plc ( LCG ) regarding a potential acquisition of the share capital of LCG. On February 21, 2013, Gain announced that it does not currently intend to make an offer for LCG. A copy of Gain s announcement is attached hereto as Exhibit 99.1.\*

**Item 9.01. Financial Statements and Exhibits**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Announcement issued by GAIN Capital Holdings, Inc., dated February 21, 2013.

\* The information furnished in this Current Report on Form 8-K, including 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: February 21, 2013

GAIN CAPITAL HOLDINGS, INC.

By: /s/ Diego Rotsztain  
Name: Diego Rotsztain

Title: General Counsel and Secretary

**Exhibit Index**

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