

GAIN Capital Holdings, Inc.
 Form 3/A
 December 22, 2010

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>3i US Growth Partners LP</p> <p>(Last) (First) (Middle)</p> <p>C/O MOURANT & CO. LIMITED, (ATTN: GROUP 12), 22 GRENVILLE STREET</p> <p>(Street)</p> <p>ST. HELIER, JERSEY, X0</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GAIN Capital Holdings, Inc. [CGAP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/14/2010</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
--	--	---	--

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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
---	--	--	---	---	--

				Shares		or Indirect (1) (Instr. 5)	
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	2,165,178	\$ (2)	I	See footnote (3) (4)
Right to Receive Deferred Cash Consideration	Â (5)	Â (5)	Common Stock	649,501 (5)	\$ 35.62 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3i US Growth Partners LP C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET ST. HELIER, JERSEY, Â X0Â	Â X	Â X	Â	Â
3i Growth Capital (USA) D L.P. C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET ST. HELIER, JERSEY, Â X0Â	Â X	Â X	Â	Â
3i Growth Capital (USA) E L.P. C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET ST. HELIER, JERSEY, Â X0Â	Â X	Â X	Â	Â
3i Growth Capital (USA) P L.P. C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET ST. HELIER, JERSEY, Â X0Â	Â X	Â X	Â	Â
3i Technology Partners III L.P. C/O MOURANT & CO. LIMITED (ATTN: GROUP 12), 22 GRENVILLE STREET ST. HELIER, JERSEY, Â X0Â	Â X	Â X	Â	Â
3i U.S. Growth Corp SEAGRAM BUILDING 375 PARK AVENUE, SUITE 3001 NEW YORK, Â NYÂ 10152	Â X	Â X	Â	Â
3i Technology Corp SEAGRAM BUILDING 375 PARK AVENUE, SUITE 3001 NEW YORK, Â NYÂ 10152	Â X	Â X	Â	Â
3i GROUP PLC 16 PALACE STREET LONDON, Â X0Â SW1E 5JD	Â X	Â X	Â	Â

Signatures

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Colin Paton, Authorized
Signer 12/22/2010

__Signature of Reporting Person Date

/s/ Linda Roberson, Authorized
Signer 12/22/2010

__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).

This amended Form 3 is filed to amend and restate the original Form 3 filed on December 14, 2010 in its entirety. The Series E Preferred

(1) Stock is convertible at any time, at the holder's election, and automatically upon consummation of the issuer's initial public offering, at a conversion ratio of 1.676-to-1 and has no expiration date.

(2) Immediately prior to the closing of the issuer's initial public offering, subject to certain conditions, each share of Series E Preferred Stock will convert automatically into shares of the issuer's common stock and will subsequently be adjusted to reflect a 2.29-for-1 stock split of the issuer's common stock.

(3) Consists of 1,136,757 shares owned directly by 3i U.S. Growth Partners LP ("Growth Partners"), 74,560 shares owned directly by 3i Growth Capital (USA) D LP ("Growth Capital D"), 500,381 shares owned directly by 3i Growth Capital (USA) E LP ("Growth Capital E"), 74,560 shares owned directly by 3i Growth Capital (USA) P LP ("Growth Capital P") and 378,920 shares owned directly by 3i Technology Partners III LP ("Technology Partners"). (Footnote continued in number 4)

(4) 3i U.S. Growth Corporation is the general partner of Growth Partners, Growth Capital D, Growth Capital E and Growth Capital P that has investment authority over the shares held by such funds. 3i Technology Corporation is the general partner of Technology Partners that has investment authority over the shares held by such fund. Each of 3i U.S. Growth Corporation and 3i Technology Corporation is an indirect wholly-owned subsidiary of 3i Group plc ("3i Group"). 3i Group is the indirect beneficial owner of all general partnership and limited partnership interests in Growth Capital D and Growth Capital P. 3i Group is an indirect limited partner in Growth Capital E, Growth Partners and Technology Partners. Each of 3i U.S. Growth Corporation, 3i Technology Corporation and 3i Group disclaims beneficial ownership of the shares, except to the extent of its pecuniary interest, if any, therein.

Edgar Filing: GAIN Capital Holdings, Inc. - Form 3/A

- The right to receive deferred cash consideration represents the right to receive a payment from 3i Group equal to the difference between (i) the price per share of common stock at the closing of the issuer's initial public offering less (ii) 26.58 Euro (the "Deferred Payment Right").
- (5) The Deferred Payment Right is held by Growth Partners with respect to 487,126 shares of Series E Preferred Stock and by Technology Partners with respect to 162,375 shares of Series E Preferred Stock. Each of 3i U.S. Growth Corporation, 3i Technology Corporation and 3i Group disclaims beneficial ownership of the Deferred Payment Right, except to the extent of its pecuniary interest, if any, therein.
- (6) The per share strike price of 26.58 Euro is reported in U.S. dollars, as calculated pursuant to the prevailing exchange rate as of the date hereof.

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.