

GAIN Capital Holdings, Inc.
Form SC 13G/A
February 17, 2015

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

GAIN Capital
Holdings, Inc.
(Name of
Issuer)

Common Stock,
\$0.00001 par
value
(Title of Class
of Securities)

36268W100
(CUSIP
Number)

December 31,
2014
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 8
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
1	
	RIMA Senvest Management, LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,166,567
7	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
8	
9	3,166,567 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,166,567

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.66%

TYPE OF

REPORTING

12

PERSON

OO, IA

1	NAME OF REPORTING PERSON
	Richard Mashaal
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Canada
5	SOLE VOTING POWER
	0
6	SHARED VOTING POWER
7	4,270,418 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	4,270,418 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,270,418

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	10.33% TYPE OF REPORTING PERSON IN, HC

**Item
1(a). Name of Issuer.**

GAIN Capital Holdings, Inc. (the "Issuer")

**Item
1(b). Address of Issuer's Principal Executive Offices.**

Bedminster One

135 Route 202/206

Bedminster, New Jersey 07921

**Item
2(a). Name of Person Filing.**

This statement is filed by RIMA Senvest Management, LLC and Richard Mashaal.

The reported securities are held in the accounts of Senvest Master Fund, L.P. and Senvest International L.L.C. (the "Investment Vehicles").

RIMA Senvest Management, LLC serves as investment manager and general partner of Senvest Master Fund, L.P. Richard Mashaal is the managing member of RIMA Senvest Management, LLC and is president of, exercising investment and voting powers over, Senvest International L.L.C. Mr. Mashaal may be deemed to have voting and dispositive powers over the shares of Common Stock held by the Investment Vehicles.

RIMA Senvest Management, LLC may be deemed to beneficially own the securities held by Senvest Master Fund, L.P. by virtue of RIMA Senvest Management, LLC's position as investment manager and general partner of Senvest Master Fund, L.P. Mr. Mashaal may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of RIMA Senvest Management, LLC and his investment and voting powers over Senvest International L.L.C. None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock reported herein.

**Item
2(b). Address of Principal Business Office.**

RIMA Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

Richard Mashaal

c/o RIMA Senvest Management, LLC

540 Madison Avenue, 32nd Floor

New York, New York 10022

**Item
2(c). Place of Organization.**

RIMA Senvest Management, LLC – Delaware

Richard Mashaal – Canada

**Item
2(d). Title of Class of Securities.**

Common Stock, \$0.00001 par value

Item 2(e). CUSIP Number.

36268W100

Item 3. If this Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the Person Filing is a:

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (f) "

A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(g) "

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
(h) "

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(i) "

(j) "A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) "Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution.

Item 4. Ownership.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person. The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 41,351,545 shares of Common Stock outstanding as of November 7, 2014 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 filed on November 10, 2014.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

The Investment Vehicles have the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the shares of Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

RIMA SENVEST MANAGEMENT, LLC

By: /s/ George Malikotsis

Name: George Malikotsis

Title: Chief Financial Officer

/s/ Richard Mashaal

RICHARD MASHAAL

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Exhibit A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 17, 2015

RIMA SENVEST MANAGEMENT, LLC

By: /s/ George Malikotsis

Name: George Malikotsis

Title: Chief Financial Officer

/s/ Richard Mashaal

RICHARD MASHAAL