

GAIN Capital Holdings, Inc.
 Form 4
 March 04, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 MASTER GLOBAL ASSETS Ltd

2. Issuer Name and Ticker or Trading Symbol
 GAIN Capital Holdings, Inc.
 [GCAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2014

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

WALKERS CORPORATE SERVICES (BVI) LIMITED, WALKERS CHAMBERS 171 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROAD TOWN TORTOLA, D8 VG91110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.00001 par value per share	02/28/2014		S		133,587	D	\$ 10.08 (1)
							4,087,274
							D (2) (3) (4)
Common Stock, \$0.00001 par value	03/04/2014		S		37,274	D	\$ 10.1429 (1)
							4,050,000
							D (2) (3) (4)

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASTER GLOBAL ASSETS Ltd WALKERS CORPORATE SERVICES (BVI) LIMITED WALKERS CHAMBERS 171 MAIN STREET ROAD TOWN TORTOLA, D8 VG91110		X		
Daher Michel P.O. BOX 241, FERZOL MAIN ROAD BEKAA VALLEY, M8		X		
Daher Abdallah P.O. BOX 241, FERZOL MAIN ROAD BEKAA VALLEY, M8		X		

Signatures

MASTER GLOBAL ASSETS LTD, By: /s/ Michel Daher, Name: Michel Daher, Title: Director 03/04/2014

**Signature of Reporting Person

Date

MICHEL DAHER, /s/ Michel Daher

03/04/2014

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__Signature of Reporting Person

Date

ABDALLAH DAHER, /s/ Abdallah Daher

03/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
 - (1) This price represents the approximate weighted average price per share of common stock of GAIN Capital Holdings, Inc. (the "Issuer"), par value \$0.00001 per share (each, a "Share"). The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price
 - (2) This statement is jointly filed by and on behalf of each of Master Global Assets Ltd. ("Master"), Michel Daher and Abdallah Daher. Master is the record and direct beneficial owner of the securities covered by this statement. Michel Daher and Abdallah Daher are the co-owners and co-directors of, and may be deemed to beneficially own securities owned by, Master.
 - (3) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
 - (4) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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.