

FOX & TROT LTD

Form 4

March 27, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
IPGL Ltd

(Last) (First) (Middle)

CITYPOINT LEVEL 28, ONE
ROPEMAKER STREET

(Street)

LONDON, X0 EC2Y 9AW

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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. Transaction Code (Instr. 8)	4. Securities Acquired 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, par value \$0.00001 per share	03/26/2018		P		30,353	A	\$ 6.73
Common Stock, par value \$0.00001 per share					4,629,950	I	

See
Footnotes
(2)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
IPGL Ltd CITYPOINT LEVEL 28 ONE ROPEMAKER STREET LONDON, X0 EC2Y 9AW		X		
FOX & TROT LTD CITYPOINT LEVEL 28 ONE ROPEMAKER STREET LONDON, X0 EC2Y 9AW		X		

Signatures

IPGL Limited, by /s/ Mark William Lane Richards, its director and chief executive officer 03/27/2018

__Signature of Reporting Person

Date

Fox & Trot Limited, by /s/ Mark William Lane Richards, its director 03/27/2018

__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).

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- (1) The 953,031 shares of common stock are held of record by IPGL Limited ("IPGL"). David Jeremy Courtenay-Stamp, David Gelber, Mark William Lane Richards and Michael Alan Spencer are the directors of IPGL, and have the power, acting by majority vote, to vote or dispose of shares directly held by IPGL. Messrs. Courtenay-Stamp, Gelber, Richards and Spencer each hereby disclaims any beneficial ownership of any shares directly or indirectly held by IPGL, except to the extent of their pecuniary interest therein.

- (2) The 4,629,950 shares of common stock are held of record by Fox & Trot Limited ("F&T"). IPGL, the 100% owner of F&T, may be deemed to beneficially own the reported shares. Frederick Morton, Mark William Lane Richards and Tom Scarborough are the directors of F&T, and act at the direction of the directors of IPGL to vote or dispose of shares directly held by F&T, except in certain limited circumstances where they have the power, acting by majority vote, to vote or dispose of shares directly held by F&T. Messrs. Morton, Richards and Scarborough each hereby disclaims any beneficial ownership of any shares directly held by F&T, except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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