

GAIN Capital Holdings, Inc.  
Form 8-K  
July 31, 2012

**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**

**Date of Report (Date of Earliest Event Reported): July 31, 2012**

**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 ID No.)

**135 Route 202/206**

**Bedminster, New Jersey 07921**

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(Address of Principal Executive Offices)

(908) 731-0700

Registrant's Telephone Number, Including Area Code:

(Former name or former address, if changed since last report)

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

**Item 2.02. Results of Operations and Financial Condition.**

On July 31, 2012, GAIN Capital Holdings, Inc., a Delaware corporation (the "Company"), issued a press release to report the Company's financial results for the fiscal quarter ended June 30, 2012. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.\*

**Item 7.01. Regulation FD Disclosure.**

On July 31, 2012, beginning at 5:00 p.m., eastern standard time, the Company will host a conference call concerning the Company's financial results for the fiscal quarter ended June 30, 2012. In connection with this conference call, the Company has made available for review on its website (ir.gaincapital.com) a copy of its corporate presentation. A copy of the corporate presentation is also attached hereto as Exhibit 99.2.\*

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
No.**

**Description**

99.1	Press Release of GAIN Capital Holdings, Inc., July 31, 2012, reporting its financial results.
99.2	Corporate Presentation.

\* The information furnished in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, 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.

GAIN CAPITAL HOLDINGS, INC.

Dated: July 31, 2012

By: /s/ Daryl J. Carlough

Name: Daryl J. Carlough

Title: Interim Chief Financial Officer and Treasurer