

O'Grady Crevan  
 Form 3  
 December 14, 2010

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

OMB APPROVAL

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**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)

1. Name and Address of Reporting Person * O'Grady Crevan (Last) (First) (Middle)  SEAGRAM BUILDING, 375 PARK AVENUE SUITE 3001  (Street)  NEW YORK, NY 10152  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2010	3. Issuer Name and Ticker or Trading Symbol GAIN Capital Holdings, Inc. [GCAP]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

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

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Grady Crevan SEAGRAM BUILDING 375 PARK AVENUE SUITE 3001 NEW YORK, NY 10152	X			

## Signatures

/s/ Crevan  
O'Grady

12/14/2010

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

- \* 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).

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### Remarks:

Mr. O'Grady is employed by a subsidiary of 3i Group plc, a public limited company whose ordinary shares are listed on the London Stock Exchange ("3i Group"). Mr. O'Grady has de minimis equity ownership of 3i Group resulting from employee share schemes. Mr. O'Grady also participates in carried interest and bonus schemes that are part of investments made by funds managed by affiliates of 3i Group, including the 3i Funds (defined as the beneficial owner of all general partnership and limited partnership interests in 3i U.S. Growth Capital (USA) LP ("Growth Capital P") and 3i U.S. Growth Capital (USA) LP ("Growth Capital E"), 3i U.S. Growth Partners LP ("Growth Partners LP") and 3i U.S. Technology Partners III LP ("Technology Partners") and, together with Growth Capital D, Growth Capital P and Growth Partners, the "3i Funds"). The 3i Funds beneficially own shares of the issuer's Securities (the "Preferred Stock"). Growth Partners and Technology Partners beneficially own a right to receive dividends with respect to shares of the Preferred Stock (together with the Preferred Stock, the "Securities"). In addition, over the shares of Preferred Stock held by the 3i Funds is held by indirect subsidiaries of 3i Group of the 3i Funds. Mr. O'Grady disclaims beneficial ownership of all Securities.

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.