

GAIN Capital Holdings, Inc.  
Form 8-K  
March 09, 2017

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

March 9, 2017

Date of Report (Date of earliest event reported)

GAIN CAPITAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware                      001-35008                      20-4568600  
(State of Incorporation) (Commission File No.) (IRS Employer Identification No.)  
Bedminster One  
135 Route 202/206  
Bedminster, New Jersey 07921  
(Address of Principal Executive Offices)  
(908) 731-0700  
(Registrant's Telephone Number, Including Area Code)

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))
  - ☐
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Item 2.02 Results of Operations and Financial Condition.

On March 9, 2017, GAIN Capital Holdings, Inc., a Delaware corporation (the “Company”), issued a press release to report the Company’s financial results for the quarter and year ended December 31, 2016. The full text of the press release is attached to this current report on Form 8-K as Exhibit 99.1.\* Note that the press release as originally issued reported historical Adjusted Net Income as \$9.0 million and Adjusted Earnings per Common Share as \$0.18 for the three months ended December 31, 2015. As previously reported by the Company, the actual Adjusted Net Income was \$7.2 million and Adjusted Earnings per Common Share was \$0.15 for the three months ended December 31, 2015. The attached Exhibit 99.1 reflects the corrected information and a corrected press release will be issued.

Item 7.01 Regulation FD Disclosure.

On March 9, 2017, beginning at 4:30 p.m., eastern time, the Company will host a conference call concerning the Company’s financial results for the quarter and year ended December 31, 2016. 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 8.01 Other Events.

On March 9, 2017, the Company announced that its Board of Directors has declared a dividend of \$0.06 per share of the Company’s common stock. The dividend will be paid on March 31, 2017 to shareholders of record at the close of business on March 28, 2017.

Item 9.01. Financial Statements and Exhibits

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |   |
|------|---|
| 99.1 | Press Release of GAIN Capital Holdings, Inc., dated March 9, 2017, reporting its financial results. |
|------|---|

|      |                        |
|------|------------------------|
| 99.2 | Corporate Presentation |
|------|------------------------|

The information furnished in Items 2.02, 7.01 and 9.01 of 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.

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**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.

Dated: March 9, 2017

**GAIN CAPITAL HOLDINGS,  
INC.**

By: /s/ Nigel Rose

Name: Nigel Rose

Title: Chief Financial Officer

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Exhibit Index

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