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FOX & TROT LTD

Form 3

August 22, 2017

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 *

IPGL Ltd

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/17/2017

GAIN Capital Holdings, Inc. [GCAP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

CITYPOINT LEVEL 28. ONE ROPEMAKER STREET

(Street)

Director Officer

_X__ 10% Owner Other (give title below) (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

LONDON, X0Â EC2Y 9AW

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock, par value \$0.00001 per share 653,031

 $D^{(1)}$

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.

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/Dav/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion Ownership or Exercise Form of Price of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative

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Date Expiration Title Amount or Derivative Security:

Exercisable Date Number of Security Direct (D)

Shares or Indirect

(I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IPGL Ltd CITYPOINT LEVEL 28 ONE ROPEMAKER STREET LONDON, X0 EC2Y 9AW	Â	ÂX	Â	Â
FOX & TROT LTD CITYPOINT LEVEL 28 ONE ROPEMAKER STREET LONDON, X0 EC2Y 9AW	Â	ÂX	Â	Â

Signatures

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

**Signature of Reporting Person

Date

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

**Signature of Reporting Person

Date

08/22/2017

Explanation of Responses:

- * 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).

The 653,031 shares of common stock are held of record by IPGL Limited ("IPGL"). David Jeremy Courtenay-Stamp, David Gelber, Mark William Lane Richards, Michael Patrick Spencer and Michael Alan Spencer are the directors of IPGL, and have the power, acting

- (1) by majority vote, to vote or dispose of shares directly held by IPGL. Messrs. Courtenay-Stamp, Gelber, Richards, Spencer 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.
 - 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
- 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. 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.

Reporting Owners 2