

Edgar Filing: GAIN Capital Holdings, Inc. - Form SC 13G/A

GAIN Capital Holdings, Inc.  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),  
(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2)\*

Gain Capital Holdings, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.00001 par value

-----  
(Title of Class of Securities)

36268W100

-----  
(CUSIP Number)

December 31, 2012

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 36268W100  
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1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Tudor Investment Corporation

22-2514825  
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2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) -----

(b)  X  
-----

-----

3) SEC Use Only -----

-----

4) Citizenship or Place of Organization Delaware  
-----

(5) Sole Voting Power 0  
-----

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With

(6) Shared Voting Power 445,219  
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(7) Sole Dispositive Power 0  
-----

(8) Shared Dispositive Power 445,219  
-----

9) Aggregate Amount Beneficially Owned by Each Reporting  
Person 445,219  
-----

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) -----

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11) Percent of Class Represented by Amount in Row 9 1.3%  
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12) Type of Reporting Person (See Instructions) CO  
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CUSIP No. 36268W100

1) Names of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Paul Tudor Jones, II

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)  X

3) SEC Use Only

4) Citizenship or Place of Organization USA

(5) Sole Voting Power 0

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With

(6) Shared Voting Power 500,430

(7) Sole Dispositive Power 0

(8) Shared Dispositive Power 500,430

9) Aggregate Amount Beneficially Owned by Each Reporting Person 500,430

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11) Percent of Class Represented by Amount in Row 9 1.4%

12) Type of Reporting Person (See Instructions) IN

CUSIP No. 36268W100

1) Names of Reporting Person  
 S.S. or I.R.S. Identification No. of Above Person  
 Tudor Ventures II L.P.

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a) \_\_\_\_\_  
 (b)  X

3) SEC Use Only \_\_\_\_\_

4) Citizenship or Place of Organization Cayman Islands

	(5)	Sole Voting Power	0
Number of Shares			
Beneficially	(6)	Shared Voting Power	0
Owned by Each			
Reporting Person	(7)	Sole Dispositive Power	0
With			
	(8)	Shared Dispositive Power	0

9) Aggregate Amount Beneficially Owned by Each Reporting Person 0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) \_\_\_\_\_

11) Percent of Class Represented by Amount in Row 9 0%

12) Type of Reporting Person (See Instructions) PN

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Item 1(a). Name of Issuer:

Gain Capital Holdings, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

550 Hills Drive  
Bedminster, NJ 07921

Item 2(a). Name of Person Filing:

Tudor Investment Corporation ("TIC")  
Paul Tudor Jones, II  
Tudor Ventures II L.P. ("Tudor Ventures")

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of each of TIC is:

1275 King Street  
Greenwich, CT 06831

The principal business office of Mr. Jones is:

c/o Tudor Investment Corporation  
1275 King Street  
Greenwich, CT 06831

The principal business office of Tudor Ventures is:

c/o CITCO  
Kaya Flamboyen 9  
P.O. Box 4774  
Curacao, Netherlands Antilles

Item 2(c). Citizenship:

TIC is a Delaware corporation.  
Paul Tudor Jones II is a citizen of the United States.  
Tudor Ventures is a Cayman Islands limited partnership.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.00001

Item 2(e). CUSIP Number:

36268W100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the

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- Act
- (d)  Investment Company registered under section 8 of the Investment Company Act
- (e)  Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

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- (f)  Employment Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see section 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with section 240.13d-1(b)(1)(ii)(G) (Note: See Item 7)
- (h)  Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership (As of December 31, 2011).

- (a) Amount Beneficially Owned: See Item 9 of cover pages
- (b) Percent of Class: See Item 11 of cover pages
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
See Item 5 of cover pages  
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  - (ii) shared power to vote or to direct the vote  
See Item 6 of cover pages  
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  - (iii) sole power to dispose or to direct the disposition of  
See Item 7 of cover pages  
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  - (iv) shared power to dispose or to direct the disposition of  
See Item 8 of cover pages  
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The shares of Common Stock reported herein as beneficially owned by TIC are owned directly by Tudor Private Portfolio LLC ("TPP") (443,701 shares) and Tudor Proprietary Trading, L.L.C. ("TPT") (1,518 shares). Because TIC provides investment advisory services to TPP and TPT, TIC may be deemed to beneficially own the shares of Common Stock owned by such Reporting Person. TIC expressly disclaims such beneficial ownership. Because Mr. Jones is the controlling shareholder of TIC, Mr. Jones may be deemed to beneficially own the shares of Common Stock deemed beneficially owned by TIC. Mr. Jones expressly disclaims such beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

See cover pages

Item 9. Notice of Dissolution of Group.

Not applicable

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

TUDOR INVESTMENT CORPORATION

By: /s/ Stephen N. Waldman

-----  
Stephen N. Waldman  
Managing Director and Associate  
General Counsel

/s/ Paul Tudor Jones, II

-----  
Paul Tudor Jones, II

TUDOR VENTURES II L.P.

By: Tudor Ventures Group L.P.,  
Managing General Partner

By: Tudor Ventures Group LLC,  
General Partner

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By: Tudor Group Holdings LLC,  
Sole Member

By: /s/ Stephen N. Waldman  
-----  
Stephen N. Waldman  
Managing Director and Assistant  
Secretary

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