

MF Global Holdings Ltd.
Form 4
May 28, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Man Group UK LTD

(Last) (First) (Middle)

SUGAR QUAY, LOWER THAMES STREET

(Street)

LONDON, X0 EC3R 6DU

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MF Global Holdings Ltd. [MF]

3. Date of Earliest Transaction
(Month/Day/Year)

05/26/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Common Stock | 05/26/2010 | | J ⁽¹⁾⁽²⁾ | 20,137,916 D | <u>(1)</u> <u>(2)</u> 2,114,751 <u>(3)</u> | D | |
| Common Stock | 05/26/2010 | | S ⁽⁴⁾ | 2,114,751 D | \$ 0 7.85 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Forward Sale Contract (obligation to sell) | (1) (2) | 05/26/2010 | | J(1)(2) | 1 | (1)(2) (1)(2) | Common Stock | 22,252,667 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Man Group UK LTD
SUGAR QUAY, LOWER THAMES STREET
LONDON, X0 EC3R 6DU

X

Signatures

/s/ Per B. Chilstrom,
Attorney-in-Fact

05/28/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) On August 13, 2009, the Reporting Person, a wholly-owned subsidiary of Man Group plc, entered into a variable forward sale agreement (the "VFS Agreement") with an unaffiliated counterparty pursuant to which the Reporting Person received an initial cash payment of approximately \$112 million on August 18, 2009. In return, the VFS Agreement obligated the Reporting Person to deliver up to an aggregate of 22,252,667 shares of the Issuer's common stock (the Reporting Person's entire ownership stake in the Issuer) in four installments over the course of the agreement, with a related payment being made by the counterparty to the Reporting Person for each delivery installment. For a full description of the original terms of the VFS Agreement, see the prior Form 4 filed by the Reporting Person on August 17, 2009. (Continued in footnote 2).

(2) On May 26, 2010 (the "Early Settlement Date"), before the first installment of common stock had been delivered pursuant to the VFS Agreement, the Reporting Person early settled the VFS Agreement pursuant to the terms of an early settlement agreement entered into as of May 26, 2010 (the "Early Settlement Agreement"). In accordance with the terms of the Early Settlement Agreement, on the Early Settlement Date, the Reporting Person delivered 20,137,916 shares of the Issuer's common stock to the counterparty and received \$2,788,595. The Reporting Person retained 2,114,751 shares of common stock that had been subject to potential delivery under the VFS Agreement and disposed of them in a separate concurrent transaction, which is described in

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footnote 4. After completion of the early settlement and the transaction described in footnote 4, the Reporting Person has a 0% beneficial ownership in the Issuer.

- (3) The number of shares of common stock beneficially owned following both reported transactions is shown in the second row of Table I.
- (4) On May 26, 2010, in a separate transaction, the Reporting Person sold 2,114,751 shares of common stock to an unaffiliated buyer at \$7.85 per share.

Remarks:

Exhibit 24: Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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