

Bannasch Eric
Form 4
October 31, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

CADIAN CAPITAL
MANAGEMENT, LLC

(Last) (First) (Middle)

461 FIFTH AVENUE, 24TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

MF Global Holdings Ltd. [MF]

3. Date of Earliest Transaction

(Month/Day/Year)

10/27/2011

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)

____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2011		S		500,000	D	\$ 1.41	20,342,754	I	See Footnote (1)
Common Stock	10/27/2011		S		166,300	D	\$ 1.44	20,176,424	I	See Footnote (1)
Common Stock	10/27/2011		S		250,000	D	\$ 1.51	19,926,424	I	See Footnote (1)
Common Stock	10/27/2011		S		2,000,000	D	\$ 1.43	17,926,424	I	See Footnote

Common Stock	10/27/2011	S	250,000	D	\$ 1.46	17,676,424	I	(1) See Footnote (1)
Common Stock	10/28/2011	S	1,798,124	D	\$ 1.28	15,878,300	I	(1) See Footnote (1)
Common Stock	10/28/2011	S	2,000,000	D	\$ 1.31	13,878,300	I	(1) See Footnote (1)
Common Stock	10/28/2011	S	750,000	D	\$ 1.06	13,128,300	I	(1) See Footnote (1)

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

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
3.375% Convertible Senior Notes due 2018	\$ 9.9	10/27/2011		P	2,000,000	10/01/2011 08/01/2018	Common Stock 20

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CADIAN CAPITAL MANAGEMENT, LLC
461 FIFTH AVENUE
24TH FLOOR
NEW YORK, NY 10017

X

Bannasch Eric
C/O CADIAN CAPITAL MANAGEMENT, LLC
461 FIFTH AVENUE, 24TH FLOOR
NEW YORK, NY 10017

X

Signatures

Cadian Capital Management, LLC(+), By: /s/ Eric
Bannasch

10/31/2011

__Signature of Reporting Person

Date

/s/ Eric Bannasch(+)

10/31/2011

__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).

These securities are held in the accounts of several investment partnerships and investment funds (collectively, the "Investment Vehicles") for which Cadian Capital Management LLC ("Cadian") serves as investment manager. Eric Bannasch is the managing member of Cadian. Cadian and Mr. Bannasch may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of Cadian's position as investment manager of the Investment Vehicles and Mr. Bannasch's status as the managing member of Cadian.

Remarks:

(+) Each of the Reporting Person and the joint filer (individually, each a "Reporting Person" and collectively, the "Reporting Person")

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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