

MF Global Holdings Ltd.  
Form S-8 POS  
February 24, 2010

As filed with the Securities and Exchange Commission on February 23, 2010

Registration No. 333-144697

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

Post-Effective Amendment No. 2 to

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**MF GLOBAL HOLDINGS LTD.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(Jurisdiction of Incorporation

6200  
(Primary Standard Industrial

98-0551260  
(IRS Employer

or Organization)

Classification Code Number)

Identification Number)

MF Global Holdings Ltd. Amended and Restated 2007 Long Term Incentive Plan

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**MF Global Holdings Ltd. Employee Stock Purchase Plan**

(Full Title of Plans)

**717 Fifth Avenue**

**New York, NY 10022**

**(212) 589-6200**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Laurie R. Ferber, Esq.**

**717 Fifth Avenue**

**New York, NY 10022**

**(212) 589-6200**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*With copies to:*

**David B. Harms, Esq.**

**Catherine M. Clarkin, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, NY 10004**

**(212) 558-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 (this Amendment ) to Registration Statement No. 333-144697, dated July 19, 2007 (the Registration Statement ), is being filed by MF Global Holdings Ltd. (the Company ) in accordance with Rule 462(d) under the Securities Act of 1933, as amended, to add Exhibit 24.1, the Powers of Attorney, and to add Exhibit 5.2, the Opinion of Sullivan & Cromwell LLP, counsel to the Company. The Registration Statement is hereby amended to add Exhibit 5.2 and Exhibit 24.1 as exhibits to the Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Index to Exhibits attached hereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 23<sup>rd</sup> day of February, 2010.

**MF GLOBAL HOLDINGS LTD.**

By */s/ J. RANDY MACDONALD*  
 Name: **J. Randy MacDonald**  
 Title: **Chief Financial Officer**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the indicated capacities on the 23<sup>rd</sup> day of February, 2010.

Signature	Position
* <b>Bernard W. Dan</b>	Director and Chief Executive Officer (Principal Executive Officer)
* <b>Alison J. Carnwath</b>	Non-Executive Chairman of the Board of Directors
<i>/s/ J. RANDY MACDONALD</i> <b>J. Randy MacDonald</b>	Chief Financial Officer (Principal Financial Officer)
* <b>Henri J. Steenkamp</b>	Chief Accounting Officer (Principal Accounting Officer)
* <b>Eileen S. Fusco</b>	Director
* <b>Martin Glynn</b>	Director
* <b>Edward L. Goldberg</b>	Director
* <b>David I. Schamis</b>	Director
* <b>David Gelber</b>	Director
* <b>Robert S. Sloan</b>	Director
* <b>David P. Bolger</b>	Director

\*By: */s/ J. RANDY MACDONALD*  
**J. Randy MacDonald**  
**Attorney-in-Fact**



**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Incorporation of MF Global Holdings Ltd. (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K12G3, filed on January 5, 2010 (File No. 000-53867)).
3.2	By-Laws of MF Global Holdings Ltd. (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K12G3, filed on January 5, 2010 (File No. 000-53867)).
4.1	Form of Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K12G3, filed on January 5, 2010 (File No. 000-53867)).
4.2	Form of Rights Agreement between MF Global Ltd. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.3 of MF Global Ltd.'s Registration Statement on Form F-1, filed on July 6, 2007, relating to MF Global Ltd.'s initial public offering of its common shares, as amended (File No. 333-143395)).
4.3	Amendment No. 1 to the Rights Agreement between MF Global Ltd. and Computershare Trust Company, N.A., as Rights Agent, dated as of May 20, 2008 (incorporated by reference to Exhibit 4.5 of the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008, filed on June 13, 2008 (File No. 001-33590)).
4.4	Amendment No. 2 to the Rights Agreement between MF Global Ltd. and Computershare Trust Company, N.A., as Rights Agent, dated as of January 4, 2010 (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K12G3, filed on January 5, 2010 (File No. 000-53867)).
4.5	Amendment No. 1 to the MF Global Ltd. Amended and Restated 2007 Long Term Incentive Plan, effective as of January 4, 2010.*
4.6	Amendment No. 1 to the MF Global Ltd. Employee Stock Purchase Plan, effective as of January 4, 2010.*
5.1	Opinion of Sullivan & Cromwell LLP.*
5.2	Opinion of Sullivan & Cromwell LLP.
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).*
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.*
23.3	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.2).
24.1	Powers of Attorney.

\* Previously filed.