

MF Global Holdings Ltd.
Form 8-K
December 23, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 12/19/2011

MF Global Holdings Ltd.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33590

Delaware
(State or other jurisdiction)

98-0551260
(IRS Employer)

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of incorporation)

Identification No.)

1350 Ave of the Americas

2nd Floor

New York, New York 10019

(Address of principal executive offices, including zip code)

(646) 380-2443

(Registrant's telephone number, including area code)

717 Fifth Avenue

9th Floor

New York, New York 10022

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.03 Bankruptcy or Receivership

On December 19, 2011, MF Global Capital LLC, MF Global FX Clear LLC, and MF Global Market Services LLC each filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The chapter 11 cases have been assigned to the Honorable Judge Martin Glenn and are being jointly administered under the caption *In re MF Global Holdings, Ltd., et al.* Case No. 11-15059 (MG).

Item 7.01. Regulation FD Disclosure.

As previously disclosed, on October 31, 2011, MF Global Holdings, Ltd. (the *Company*) and its affiliated debtor, MF Global Finance USA Inc., (collectively, the *Debtors*) filed voluntary petitions for relief (the *Bankruptcy Filing*) under chapter 11 of title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the *Bankruptcy Court*) which are procedurally consolidated for administrative purposes only under case number 11-15059 (MG).

On December 19, 2011, the Debtors filed their monthly operating report for the period from October 31, 2011 through November 30, 2011 with the Bankruptcy Court and with the United States Trustee. The Monthly Operating Report is attached as Exhibit 99.1 and is incorporated herein by reference. This current report (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely by Regulation FD.

Limitation on Incorporation by Reference

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Statement Regarding Financial Operating Data

The Company cautions investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Report, which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Company. The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared by the Debtors with the assistance of its advisors solely for the purpose of complying with the reporting requirements of the Bankruptcy Court and title 11 of the United States Code (the *Bankruptcy Code*). The Monthly Operating Report was not audited or reviewed by independent accountants, was not prepared in accordance with Generally Accepted Accounting Principles in the United States, is in a format prescribed by applicable bankruptcy laws, and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in the Company's securities, the Monthly Operating Report is complete. The Monthly Operating Report also contains information for periods which are shorter or otherwise different from those required in the Company's reports pursuant to the Exchange Act, and such information might not be indicative of the Company's financial condition or operating results for the period that would be reflected in the Company's financial statements or in its reports pursuant to the Exchange Act. Results set forth in the Monthly Operating Report should not be viewed as indicative of future results.

Cautionary Statement Regarding Forward-Looking Statements

This report on Form 8-K and Exhibit 99.1 contain forward-looking statements, as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are subject to material known and unknown risks, uncertainties and contingencies. These forward-looking statements include information about our Chapter 11 proceeding. In some cases, you may identify forward-looking statements by words such as *may, should, plan, intend, potential, continue, believe, expect, predict, anticipate, and estimate*, words or other comparable words. These statements are only predictions and expressions of belief. You should not place undue reliance on these forward-looking statements. These forward-looking statements are qualified by their terms and/or important factors, many of which are outside our control, and involve a number of risks, uncertainties and contingencies that could cause actual results and events to differ materially from the statements made. Such factors include, among other things, the risks and uncertainties described in *Forward-Looking Statements* in our current reports on form 8-K prior to and during the pendency of the Chapter 11 proceeding, which are on file with the U.S. Securities and Exchange Commission, and our ability to sell our assets in a Chapter 11 proceeding and whether any such sale would yield sufficient proceeds for distribution to our shareholders. This list is not intended to be exhaustive. Readers are strongly encouraged to consider these factors when evaluating forward-looking statements.

The Registrant's informational filings with the Court, including this Monthly Operating Report, are available to the public at the office of the Clerk of the Bankruptcy Court.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following Exhibit is filed as part of this Report.

Exhibit 99.1 Monthly Operating Report for the period October 31, 2011 through November 30, 2011, filed with the United States Bankruptcy Court for the Southern District of New York

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MF Global Holdings Ltd.

Date: December 22, 2011

By: /s/ Henri Steenkamp
Name: Henri Steenkamp
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit 99.1 Monthly Operating Report for the period from October 31, 2011 through November 30, 2011, filed with the United States Bankruptcy Court for the Southern District of New York.