

JA Solar Holdings Co., Ltd.
Form SC 13G
March 23, 2015

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.____)*

JA Solar
Holdings Co.,
Ltd.
(Name of
Issuer)

Ordinary
Shares, par
value \$0.0001
per share
(Title of Class
of Securities)

466090206**
(CUSIP
Number)

March 17, 2015
(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)
ý Rule 13d-1(c)
“ Rule 13d-1(d)

(Page 1 of 6
Pages)

*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.

**There is no CUSIP number assigned to the Ordinary Shares. CUSIP number 466090206 has been assigned to the American Depositary Receipts ("ADRs") of the Company, which are quoted on The NASDAQ Global Select Market under the symbol "JASO." Each ADR represents 5 Ordinary Shares.

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).

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

13,011,150 Ordinary

Shares

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

5.15%

TYPE OF

REPORTING

PERSON

OO, HC

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**Item
1(a). NAME OF ISSUER:**

The name of the issuer is JA Solar Holdings Co., Ltd., a Cayman Islands company (the "Company").

**Item
1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at No. 36, Jiang Chang San Road, Zhabei, Shanghai, The People's Republic of China.

**Item
2(a). NAME OF PERSON FILING:**

This statement is filed by Man Group plc (the "Parent Company" or the "Reporting Person"), which indirectly, through various intermediate entities, controls certain funds and/or managed accounts (the "Funds"), with respect to the Ordinary Shares (as defined in Item 2(d) below) held by the Funds.

**Item
2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

**Item
2(c). CITIZENSHIP:**

This statement is filed by:

Man Group Plc

Riverbank House

2 Swan Lane

London EC4R 3AD

United Kingdom

Citizenship: United Kingdom

**Item
2(d). TITLE OF CLASS OF SECURITIES:**

Ordinary Shares, par value \$0.0001 per share (the "Ordinary Shares").

**Item
2(e). CUSIP NUMBER:**

There is no CUSIP number assigned to the Ordinary Shares. CUSIP number 466090206 has been assigned to the ADRs of the Company, which are quoted on The NASDAQ Global Select Market under the symbol "JASO." Each ADR represents 5 Ordinary Shares.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), 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 Act,
- (d) "Investment Company registered under Section 8 of the Investment Company Act of 1940,

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- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) "Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for the Reporting Person hereto and is incorporated herein by reference for the Reporting Person. The percentage set forth in Row (11) of the cover page for the Reporting Person is based on the 252,881,813 Ordinary Shares outstanding as of July 7, 2014, as reported in the Company's Registration Statement on Form F-3 filed on July 7, 2014.

The Parent Company, which indirectly, through various intermediate entities, controls the Funds, may be deemed to be the beneficial owner of all the Ordinary Shares owned by the Funds.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

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.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

The Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its 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.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: March 23, 2015

MAN GROUP PLC

By: /s/ Michelle Robyn Grew

Name: Michelle Robyn Grew

Title: Global Head of Legal and Compliance