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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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ANNUAL AUDITED REPORT
FORM X-17A-5
PART III

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Jane Street Capital, LLC

OFFICIAL USE ONLY
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1 New York Plaza, 33rd Floor

(No. and Street)

New York

(City)

New York

(State)

10004

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Robert Granieri

(212) 651-6023

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Eisner LLP

(Name - if individual, state last, first, middle name)

750 Third Avenue

New York

New York

(Address)

(City)

(State)

SEP MAIL
Mail Processing
10017

(Zip Code)
MAR 02 2009

Washington, DC
109

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not in residence in United States or possessions.

SECURITIES AND EXCHANGE COMMISSION
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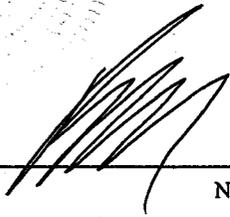
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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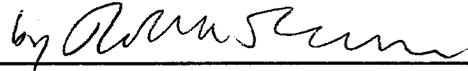
OATH OR AFFIRMATION

I, Robert Granieri, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm Jane Street Capital, LLC, as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Notary Public

Kronemer Barry Jacob
Notary Public, State of NY
No. 02KR6089598
Qualified in New York County
Commission Exp. 5/1/2011



Signature

Managing Director

Title

This report** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

****For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

The logo for Eisner, featuring the word "Eisner" in a bold, white, sans-serif font against a dark, textured background.

Eisner LLP
Accountants and Advisors

JANE STREET CAPITAL, LLC

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2008

JANE STREET CAPITAL, LLC

CONTENTS
December 31, 2008

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Eisner LLP
Accountants and Advisors

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New York, NY 10017-2703
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INDEPENDENT AUDITORS' REPORT

To the Member of
Jane Street Capital, LLC

We have audited the accompanying statement of financial condition of Jane Street Capital, LLC (the "Company") (a wholly owned subsidiary of Jane Street Holding, LLC) as of December 31, 2008, that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above present fairly, in all material respects, the financial position of Jane Street Capital, LLC as of December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

New York, New York
February 27, 2009

JANE STREET CAPITAL, LLC

STATEMENT OF FINANCIAL CONDITION

December 31, 2008

ASSETS

Cash	\$	1,722,597
Securities owned, at fair value		
Securities		2,113,593,609
Options		63,649,234
Municipal bonds		48,679,907
Corporate bonds		124,358,621
Government bonds		5,957,470
Fixed assets (net of accumulated depreciation of \$10,720,569)		10,785,125
Due from affiliates		13,296,438
Other assets		1,587,194
Total assets	\$	2,383,630,195

LIABILITIES AND MEMBER'S EQUITY

Liabilities:

Securities sold, not yet purchased, at fair value		
Securities	\$	1,000,425,135
Options		27,013,328
Corporate bonds		463,888,983
Government bonds		89,064,925
Due to broker		273,957,462
Due to Parent		64,388,999
Accrued expenses and other liabilities		7,087,851
Total liabilities		1,925,826,683
Member's equity		457,803,512
Total liabilities and member's equity	\$	2,383,630,195

See Notes to Statement of Financial Condition

NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2008

1. Nature of operations

Jane Street Capital, LLC (the "Company"), a wholly owned subsidiary of Jane Street Holding, LLC (the "Parent"), is registered as a broker-dealer in securities under the Securities Exchange Act of 1934, and trades for its own account as a dealer on the principal United States securities exchanges. The Company is a member of the NYSE Alternext, Chicago Mercantile Exchange and the Archipelago Exchange (the "ARCA").

2. Summary of significant accounting policies

Basis of Presentation

This financial statement has been prepared in conformity with accounting principles generally accepted in the United States of America which require the use of estimates by management.

The Company records transactions in securities and the related revenue and expenses on a trade-date basis.

Cash

The Company at times maintains cash in deposit accounts in excess of Federal Deposit Insurance Corporation ("FDIC") limits. The Company has not experienced any losses on such accounts.

Securities owned and Securities sold, not yet purchased, at fair value

Securities owned and securities sold, not yet purchased, are valued at their market prices. Options owned and options sold, not yet purchased are valued at the average of the last bid and ask prices at December 31, 2008. All resulting unrealized gains and losses are reflected in Member's equity.

Translation of Foreign Currencies

Securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation.

Income Taxes

The Company is a single member limited liability company and a disregarded entity for United States federal, state and city income tax purposes; therefore, no tax provision has been made in the accompanying financial statement for United States federal, state and city income taxes.

The Company is responsible for paying taxes to the Japanese government, in connection with its branch office in Japan.

NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2008

2. Summary of significant accounting policies (continued)

FAS 157

In September 2006, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurement. SFAS No. 157 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out fair value hierarchy with the highest priority being quoted prices in active markets. Under SFAS No. 157, fair value measurements are disclosed by level within that hierarchy. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities the Company has the ability to access.

Level 2: Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3: Includes unobservable inputs for the asset or liability and relies on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. The unobservable inputs are developed based on the best information available in the circumstances and may include the Company's own data.

New Pronouncements

In June 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. If there are changes in net assets as a result of application of FIN 48, these will be accounted for as an adjustment to the opening balance of retained earnings. Additional disclosures about the amounts of such liabilities will also be required. In December 2008, the FASB delayed the effective date of FIN 48 for certain nonpublic enterprises to annual financial statements for fiscal years beginning after December 15, 2008. The Company will be required to adopt FIN 48 in its 2009 annual financial statement. Management has not assessed the impact of FIN 48 on its financial position and has not determined if the adoption of FIN 48 will have a material effect on this financial statement.

NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2008

3. Fair Value of Financial Instruments

The Company adopted SFAS No. 157, "Fair Value Measurements," on January 1, 2008. The adoption of SFAS No. 157 did not have a material effect on the Company's financial statements.

	<u>Fair Value</u>	<u>Fair Value Hierarchy</u>
Assets		
Securities	\$ 2,113,434,666	Level 1
Securities	158,943	Level 2
Options	63,649,234	Level 1
Municipal bonds	48,679,907	Level 2
Corporate bonds	97,611,746	Level 1
Corporate bonds	26,746,875	Level 2
Government bonds	<u>5,957,470</u>	Level 1
Total	<u>\$ 2,356,238,841</u>	
Liabilities		
Securities	\$ 1,000,424,839	Level 1
Securities	296	Level 2
Options	27,013,328	Level 1
Corporate bonds	298,918,016	Level 1
Corporate bonds	164,970,967	Level 2
Government bonds	<u>89,064,925</u>	Level 1
Total	<u>\$ 1,580,392,371</u>	

4. Due to broker and concentration of credit risk

The clearing and depository operations for the Company's securities transactions are provided by one broker. For financial reporting purposes, amounts Due to broker have been offset against amounts due from broker for Securities sold, not yet purchased.

At December 31, 2008, all of the Securities owned and Securities sold, not yet purchased, and the amounts Due to broker reflected in the Statement of Financial Condition are security positions with and amounts due to this broker. The securities serve as collateral for the amounts due to the broker. Subject to the clearing agreement between the Company and the clearing broker, the clearing broker has the right to sell or repledge this collateral. Additionally, Securities owned and Securities sold, not yet purchased, are subject to margin requirements.

In the course of its normal trading activities, the Company is a party to financial instruments that involve, to indeterminable degrees, market risk in excess of that presented in the Statement of Financial Condition (see Note 8).

NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2008

5. Related party transactions

The Company's Parent provides administrative services and pays payroll expenses on behalf of the Company. Additionally, the Company pays certain operating and administrative expenses on behalf of its affiliates, and these are reflected in the Due from affiliates.

6. Regulatory requirements

As a registered broker-dealer and member of the American Stock Exchange, the Company is subject to Uniform Net Capital Rule 15c3-1 of the Securities and Exchange Commission. The Company computes its net capital under the basic method permitted by the rule, which requires that the minimum net capital be equal to the greater of \$100,000 or 6-2/3% of aggregate indebtedness or an amount based on market-maker activity, as defined. At December 31, 2008, the Company had net capital of \$292,995,662, which exceeded the requirement of \$4,765,122 by \$288,230,540.

7. Exemption from Rule 15c3-3

The Company is exempt from the Securities and Exchange Commission Rule 15c3-3 pursuant to the exemption provision under subparagraph (k)(2)(ii) and, therefore, is not required to maintain a "Special Reserve Bank Account for Exclusive Benefit of Customers".

8. Derivative financial instruments

The Company's activities include the purchase and sale of options, futures and forward currency contracts, and Contracts for Differences ("CFDs"). These contracts involve elements of market risk in excess of the amounts recognized in the Statement of Financial Condition. These securities are used for trading purposes and for managing risks associated with the portfolio of securities. Management believes that any risk is significantly minimized through its hedging strategies. All derivative positions are reported in the accompanying Statement of Financial Condition at fair value.

9. Subordinated Borrowing

The Company had a \$40,000,000 revolving subordinated loan (the "Agreement") with Custodial Trust Company that matured on November 15, 2008. In March 2008, the Company repaid the outstanding principal balance and interest. The Company did not renew the Agreement.

JANE STREET CAPITAL, LLC

**NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2008**

10. Commitments

At December 31, 2008, the Company is obligated under three noncancelable operating leases for office space expiring at various times through May 2017. The leases contain provisions for escalations based on certain costs incurred by the lessors.

The combined future aggregate minimum rental commitments under the leases are as follows:

Year ending December 31,	
2009	\$ 1,603,748
2010	1,530,626
2011	1,517,015
2012	1,517,015
2013	1,517,015
Thereafter	5,183,133
	<hr/>
	\$12,868,552
	<hr/>

11. Subsequent Events

Subsequent to December 31, 2008, the Member withdrew \$20,000,000 of capital.