

JEFFERIES GROUP INC /DE/  
Form 8-K  
January 28, 2011  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): January 28, 2011

**Jefferies Group, Inc.**

(Exact name of registrant as specified in its charter)

Delaware                                      1-14947                                      95-4719745  
(State or other jurisdiction of      (Commission File Number)      (IRS Employer Identification  
incorporation)                                      No.)

520 Madison Ave., 12<sup>th</sup> Floor, New York, New York      10022  
(Address of principal executive offices)                                      (Zip Code)

Registrant's telephone number, including area code: 212-284-2550

(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 (*see* General Instruction A.2. below):

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 2.02. Results of Operations and Financial Condition**

On January 28, 2011, we issued a press release announcing final results for the year ended November 30, 2010. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is furnished with this report:

Number Exhibit

99 January 28, 2011 press release.

***SIGNATURES***

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.

Jefferies Group, Inc.

Date: January 28, 2011 /s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

***INDEX TO EXHIBITS***

**Exhibit No. Description**

99 January 28, 2011 press release.