

Bonds.com Group, Inc.
 Form 4
 December 07, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JEFFERIES & COMPANY, INC.

2. Issuer Name and Ticker or Trading Symbol
Bonds.com Group, Inc. [bdcg]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 520 MADISON AVE.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/05/2011

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10022
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------------|---------------------|------------|------|---|-------|------------------|-----------------|--------------|----------------------|
| | | | | (A) | (D) | | | | |
| Series D Convertible Preferred Stock | (1) | 12/05/2011 | J(2) | | 2,000 | 07/01/2011 | (3) | Common Stock | 28,571 |
| Series E Convertible Preferred Stock | (5) | 12/05/2011 | J(2) | 2,072 | | 12/05/2011 | (3) | Common Stock | 29,599 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JEFFERIES & COMPANY, INC. 520 MADISON AVE. NEW YORK, NY 10022 | | X | | |
| JEFFERIES GROUP INC /DE/ 520 MADISON AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Roland T. Kelly, MD and Associate General Counsel | 12/07/2011 |
| **Signature of Reporting Person | Date |
| /s/ Roland T. Kelly, Assistant Secretary | 12/07/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Subject to the terms set forth in the Certificate of Designation, each share of the Series D Convertible Preferred Stock was convertible into the number of shares of Common Stock determined by dividing (i) the sum of (x) the Stated Value (\$1,000 subject to appropriate adjustments) applicable to such shares of Series D Convertible Preferred Stock and (y) all Accrued Dividends (as defined below) thereon

(1) that remain unpaid as of such date by (ii) the Optional Conversion Price in effect at the time of conversion. The initial "Optional Conversion Price" was \$0.07 and dividends accrued at a rate of 8% per annum, compounded annually (the "Accrued Dividends"). The 28,571,428 shares underlying the Series D Convertible Preferred Stock give effect to Accrued Dividends for the period from February 2, 2011 through July 1, 2011.

(2) Exchange of 2,000 shares of Series D Convertible Preferred Stock for 2,072 shares of Series E Convertible Preferred Stock pursuant to the terms of the Exchange Agreement dated December 5, 2011 by and between Bonds.com Group, Inc., Jefferies & Company, Inc. and the other parties thereto.

(3)

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The Series D Convertible Preferred Stock does not have an expiration date. The Series E Convertible Preferred Stock does not have an expiration date.

- (4) The Reporting Person originally purchased 20 units, each of which was comprised of warrants to purchase 1,428,571.429 shares of Common Stock and 100 shares of Series D Convertible Preferred Stock for aggregate consideration equal to \$2 million.
- (5) Each share of Series E Convertible Preferred Stock is convertible into 14,285.714 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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