

JEFFERIES GROUP INC /DE/  
Form 8-K/A  
March 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): March 11, 2010  
Jefferies Group, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

1-14947

95-4719745

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

520 Madison Ave., 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))
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**Item 4.01. Changes in Registrant's Certifying Accountant**

We announced on Form 8-K filed on March 17, 2010 the appointment of Deloitte & Touche LLP as our independent registered public accounting firm and the dismissal of KPMG LLP ( KPMG ).

We provided KPMG with a copy of the Form 8-K filed on March 17, 2010 and requested KPMG to provide a letter addressed to the Commission indicating whether it agrees with such disclosures. We received KPMG's letter on March 19, 2010. A copy of the letter is filed as Exhibit 16 to this report.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is filed with this report:

Number Exhibit

16 Letter from KPMG LLP dated March 19, 2010

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***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: March 19, 2010

/s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

***INDEX TO EXHIBITS***

**Exhibit No. Description**

16 Letter from KPMG LLP dated March 19, 2010