

JEFFERIES GROUP INC /DE/

Form 8-K

November 09, 2010

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**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): November 2, 2010  
Jefferies Group, Inc.**

(Exact name of registrant as specified in its charter)

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Delaware   | 1-14947                  | 95-4719745                           |
| (State or other jurisdiction of<br>incorporation)                | (Commission File Number) | (IRS Employer Identification<br>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 8.01. Other Events.**

On November 2, 2010, Jefferies Group, Inc. (the Company ) entered into a purchase agreement (the Agreement ) with Jefferies & Company, Inc., BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC whereby the Company agreed to sell \$500 million aggregate principal amount of its 3.875% Senior Notes due 2015 (the Notes ) pursuant to the Company s Shelf Registration Statement on Form S-3, as amended (File No. 333-160214). The closing occurred on November 9, 2010. A copy of the opinion issued by legal counsel to the Company with respect to the validity of the Notes is filed as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is filed with this report:

| Number | Exhibit  |
|--------|--|
| 4.1    | Copy of Global Note  |
| 4.2    | Officers Certificate establishing the terms of the Notes                       |
| 5.1    | Opinion of Morgan Lewis & Bockius LLP  |
| 23.1   | Consent of Morgan Lewis & Bockius LLP (included in its opinion as Exhibit 5.1) |

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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: November 9, 2010

By: /s/ Jeffrey R. Whyte  
Name: Jeffrey R. Whyte  
Title: Assistant Secretary

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