

JEFFERIES GROUP INC /DE/

Form 8-K

November 08, 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 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 1.01. Entry into a Material Definitive Agreement.

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 pursuant to the Company s Shelf Registration Statement on Form S-3, as amended (File No. 333-160214). The closing is expected to occur on November 9, 2010.

The foregoing summary of the Agreement is qualified in its entirety by reference to the text of the Agreement, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

The following exhibit is filed with this report:

Number Exhibit

10.1 Purchase Agreement dated November 2, 2010 among Jefferies Group, Inc., and Jefferies & Company, Inc., BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and J.P. Morgan Securities LLC

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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 8, 2010

By: /s/ Jeffrey R. Whyte

Name:

Jeffrey R. Whyte

Title: Assistant Secretary

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Exhibit No. Description

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