

JEFFERIES GROUP INC /DE/

Form 8-K

March 22, 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): March 22, 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., 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 2.02. Results of Operations and Financial Condition**

On March 22, 2011, we issued a press release announcing financial results for the quarter ended February 28, 2011. 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            March 22, 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: March 22, 2011   /s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

***INDEX TO EXHIBITS***

**Exhibit No.   Description**

99            March 22, 2011 press release.