

Edgar Filing: JEFFERIES GROUP INC /DE/ - Form 8-K

JEFFERIES GROUP INC /DE/  
Form 8-K  
March 11, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

JEFFERIES GROUP, INC.

-----  
(Exact name of registrant as specified in its charter)

March 8, 2004

-----  
Date of Report (Date of earliest event reported)

Delaware	1-14947	95-4719745
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(State or other juris- diction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

520 Madison Avenue, 12th Floor, New York, NY 10022

-----  
(Address of principal executive offices) (Zip Code)

(212) 284-2550

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(Registrant's telephone number, including area code)

Item 5. Other Events.

On March 8, 2004, Joseph A. Schenk, Executive Vice President of Jefferies Group, Inc., a Delaware corporation (the "Company"), and Lloyd H. Feller, Secretary of the Company, executed an Officers' Certificate, pursuant to Sections 2.01 and 3.01 of the Indenture, dated as of March 12, 2002, between the Company and The Bank of New York, as Trustee, as supplemented by the First Supplemental Indenture, dated as of July 15, 2003.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

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(c) The following exhibits are filed with this report:

Number -----	Exhibit -----
1	Officers' Certificate, dated March 8, 2004, pursuant to Sections 2.01 and 3.01 of the Indenture, dated as of March 12, 2002, between the Company and The Bank of New York, as Trustee, as supplemented by the First Supplemental Indenture, dated as of July 15, 2003.

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.

Dated: March 11, 2004

By: /s/ Roland T. Kelly  
-----  
Roland T. Kelly  
Assistant Secretary

EXHIBIT INDEX

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