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JEFFERIES GROUP INC /DE/
Form 8-K
March 05, 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 3, 2004

Date of Report (Date of earliest event reported)

DELAWARE	1-14947	95-4719745
----- (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

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

On March 3, 2004, Jefferies Group, Inc. a Delaware corporation (the "Company"), entered into a Purchase Agreement, between the Company, Merrill Lynch & Co., Merrill Lynch, Pierce Fenner & Smith Incorporated, Jefferies & Company, Inc., BNY Capital Markets, Inc., Citigroup Global Markets Inc., Credit Suisse First Boston LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC (collectively, the "Underwriters"), regarding the sale by the Company and the purchase by the Underwriters of \$350,000,000 newly issued 5.50% Senior Notes Due 2016.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

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

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NUMBER	EXHIBIT
1	Purchase Agreement, dated March 3, 2004, between the Company, Merrill Lynch & Co., Merrill Lynch, Pierce Fenner & Smith Incorporated, Jefferies & Company, Inc., BNY Capital Markets, Inc., Citigroup Global Markets Inc., Credit Suisse First Boston LLC, J.P. Morgan Securities Inc. and Wachovia Capital Markets, LLC.

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 4, 2004

By: /s/ Roland T. Kelly

Assistant Secretary

EXHIBIT INDEX

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