

JEFFERIES GROUP INC /DE/

Form 8-K

October 08, 2004

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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): October 7, 2004

**Jefferies Group, Inc.**

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(Exact name of registrant as specified in its charter)

Delaware

1-14947

95-4719745

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(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

520 Madison Ave., 12th Floor, New York, New York

10022

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 212-284-2550

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(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 October 7, 2004, Jefferies Group, Inc. ( Jefferies ) entered into an agreement with Babson Capital Management LLC and Massachusetts Mutual Life Insurance Company ( MassMutual ) to form Jefferies Babson Finance LLC, a joint venture entity created for the purpose of offering senior loans to middle market and growth companies. Pursuant to the agreement, each of Jefferies and MassMutual are committed to capitalize Jefferies Babson Finance LLC with up to \$125 million over a three-year period. The attached copy of the press release issued by Jefferies announcing the agreement and joint venture is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is filed with this report:

<b>Number</b>	<b>Exhibit</b>
99.1	October 7, 2004 press release issued by Jefferies Group, Inc.

***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: October 8, 2004

/s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

***INDEX TO EXHIBITS***

<b>Exhibit No.</b>	<b>Description</b>
99.1	October 7, 2004 press release issued by Jefferies Group, Inc.