

JEFFERIES GROUP INC /DE/
Form FWP
June 26, 2009

June 25, 2009
Filed pursuant to Rule 433
Registration Statement No. 333-160214

8.500% SENIOR NOTES DUE 2019

Issuer:	Jefferies Group, Inc.
Issue:	Senior Notes due 2019
Security Type:	Senior Unsecured Fixed Rate Notes
Anticipated Ratings (Moody's/S&P/Fitch):	Baa2(Neg Outlook)/BBB(Neg Outlook)/BBB(Neg Outlook)
Principal Amount:	\$400,000,000
Trade Date:	June 25, 2009
Settlement Date:	June 30, 2009 (T + 3)
Final Maturity:	July 15, 2019
Interest Payment Dates:	Semi-annually on 15 th January and 15 th July, commencing on 15 th January 2010
Benchmark Treasury:	3.125% UST due 5/19
Spread to Benchmark:	T + 512.5 basis points
Treasury Strike:	3.538%
Yield to Maturity:	8.663%
Coupon:	8.500%
Public Offering Price:	98.914% of principal amount
Underwriting Discount:	0.450%
Proceeds, Before Expenses:	\$393,856,000
Day Count Convention:	30/360
Make-Whole Call Payment:	UST + 50 basis points
Minimum Denominations:	\$5,000 and integral multiples of \$1,000 in excess thereof
CUSIP:	472319AF9

ISIN: US472319AF91

Book-Running Managers: Jefferies & Company, Inc.
Citigroup Global Markets Inc.
J.P. Morgan Securities Inc.

Co-Managers: BNY Mellon Capital Markets, LLC
Banc of America Securities LLC
BNP Paribas Securities Corp.
Deutsche Bank Securities Inc.
Keefe, Bruyette & Woods, Inc.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407 or J.P. Morgan Securities Inc. collect at 1-212-834-4533.