

JEFFERIES GROUP INC /DE/
Form DEFR14A
April 14, 2010

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. 1)

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

☐ O Preliminary Proxy Statement

☒ X Definitive

Proxy

Statement ☐ O

Confidential, for

Use of the

Commission Only

(as permitted by

Rule 14a-6(e)(2)) ☐ O

Definitive

Additional

Materials ☐ O

Soliciting

Material Pursuant

to §240.14a-12

Jefferies Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ X Fee not required.

☐ O Fee computed

on table below

per Exchange Act

Rules 14a-6(i)(4)

and 0-11.

(1) Title of each

class of securities

to which

transaction
applies:

(2) Aggregate
number of
securities to
which transaction
applies:

(3) Per unit
price or other
underlying value
of transaction
computed
pursuant to
Exchange Act
Rule 0-11 (set
forth the amount
on which the
filing fee is
calculated and
state how it was
determined):

(4) Proposed
maximum
aggregate value
of transaction:

(5) Total fee
paid:

☐ Fee paid
previously with
preliminary
materials. ☐ Check
box if any part of
the fee is offset as
provided by
Exchange Act
Rule 0-11(a)(2)
and identify the
filing for which
the offsetting fee
was paid
previously.
Identify the
previous filing by
registration
statement
number, or the
Form or Schedule
and the date of its
filing.

(1) Amount

Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

14A

(3) Filing Party:

Jefferies Group,
Inc.

(4) Date Filed:

April 14, 2010

JEFFERIES GROUP, INC.
520 Madison Avenue
New York, New York 10022

April 14, 2010

SUPPLEMENT TO PROXY STATEMENT

On April 7, 2010, we filed with the U.S. Securities and Exchange Commission, and mailed to each shareholder entitled to vote at our 2010 Annual Meeting a definitive proxy statement (the "Proxy Statement") and proxy card.

In the Proxy Statement under the heading *Transactions with Related Persons - Leucadia National Corporation*, we stated that "The closing price on the Australian Stock Exchange on February 19, 2010, when converted to US dollars at then current exchange rates, was US\$4.56 per share. There was a computational error when calculating the applicable exchange rate and the closing price in Australian dollars was AU\$4.89 per share, or when converted at an exchange rate of ..8909:1, resulted in a US dollar closing price of \$4.3565 per share. Thus, this sentence should have read "The closing price on the Australian Stock Exchange on February 19, 2010, when converted to US dollars at then current exchange rates, was US\$4.3565 per share."

End of Filing