

JEFFERIES GROUP INC /DE/

Form 8-K

May 26, 2004

**Table of Contents**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

**JEFFERIES GROUP, INC.**

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(Exact name of registrant as specified in its charter)

May 25, 2004

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Date of Report (Date of earliest event reported)

Delaware

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1-14947

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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

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(Address of principal executive offices) (Zip Code)

(212) 284-2550

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(Registrant's telephone number, including area code)

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**TABLE OF CONTENTS**

Item 5. Other Events.

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

SIGNATURES

EXHIBIT INDEX

Exhibit 3

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**Table of Contents**

Item 5. Other Events.

On May 25, 2004, Jefferies Group, Inc. (the Corporation ) filed its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware in such form as approved by the shareholders of the Corporation at the Annual Meeting of Shareholders held on May 24, 2004.

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

The following exhibit is filed with this report:

<b>Number</b>	<b>Exhibit</b>
3	Amended and Restated Certificate of Incorporation of Jefferies Group, Inc.

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**Table of Contents**

**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: May 25, 2004

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

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
3	Amended and Restated Certificate of Incorporation of Jefferies Group, Inc.