

JEFFERIES GROUP INC /DE/

Form 8-K

May 26, 2004

Table of Contents

**UNITED STATES
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)

May 25, 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)

TABLE OF CONTENTS

Item 5. Other Events.

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

SIGNATURES

EXHIBIT INDEX

Exhibit 3

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:

Number	Exhibit
3	Amended and Restated Certificate of Incorporation of Jefferies Group, Inc.

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

Table of Contents

EXHIBIT INDEX

Exhibit No.	Exhibit
3	Amended and Restated Certificate of Incorporation of Jefferies Group, Inc.