

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  
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.**

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(Name of Registrant as Specified In Its Charter)

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(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:

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

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(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):

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(4) Proposed  
maximum  
aggregate value  
of transaction:

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(5) Total fee  
paid:

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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:

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

14A

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(3) Filing Party:

Jefferies Group,  
Inc.

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(4) Date Filed:

April 14, 2010

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**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**