

JEFFERIES GROUP INC /DE/

Form 8-K

May 18, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of report (Date of earliest event reported): May 17, 2010
Jefferies Group, Inc.**

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------------------------|--------------------------|--------------------------------------|
| Delaware | 1-14947 | 95-4719745 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 520 Madison Ave., New York, New York | | 10022 |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including area code: 212-284-2550 | | |

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

SIGNATURES

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Our annual meeting of shareholders was held on May 17, 2010. At the meeting, our shareholders elected directors and ratified the selection of our independent registered public accounting firm.

The following individuals were elected as our directors to serve until our next annual meeting by the votes set forth below:

| Director | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| Richard B. Handler | 126,129,332 | 5,014,877 | 17,998,806 |
| Brian P. Friedman | 126,554,358 | 4,589,851 | 17,998,806 |
| W. Patrick Campbell | 116,204,814 | 14,939,395 | 17,998,806 |
| Ian Cumming | 99,505,036 | 31,639,173 | 17,998,806 |
| Richard G. Dooley | 116,198,332 | 14,945,877 | 17,998,806 |
| Robert E. Joyal | 113,442,331 | 17,701,878 | 17,998,806 |
| Michael T. O Kane | 116,074,074 | 15,070,135 | 17,998,806 |
| Joseph Steinberg | 113,212,413 | 17,931,796 | 17,998,806 |

The ratification of Deloitte & Touche LLP as our independent registered public accounting firm was approved by the votes set forth below:

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|-------------|---------------|---------------|------------------|
| 148,418,200 | 363,686 | 361,129 | 0 |

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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.

Date: May 18, 2010

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