

Bonds.com Group, Inc.
Form 4
December 07, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JEFFERIES & COMPANY, INC.

(Last) (First) (Middle)

520 MADISON AVE.

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Bonds.com Group, Inc. [bdcg]

3. Date of Earliest Transaction
(Month/Day/Year)

12/05/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Series D Convertible Preferred Stock	(1)	12/05/2011	J(2)		2,000	07/01/2011	(3) Common Stock	28,571,428
Series E Convertible Preferred Stock	(5)	12/05/2011	J(2)	2,072	12/05/2011	(3)	Common Stock	29,590,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFERIES & COMPANY, INC. 520 MADISON AVE. NEW YORK, NY 10022			X	
JEFFERIES GROUP INC /DE/ 520 MADISON AVENUE NEW YORK, NY 10022			X	

Signatures

/s/ Roland T. Kelly, MD and Associate General Counsel	12/07/2011
**Signature of Reporting Person	Date
/s/ Roland T. Kelly, Assistant Secretary	12/07/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Subject to the terms set forth in the Certificate of Designation, each share of the Series D Convertible Preferred Stock was convertible into the number of shares of Common Stock determined by dividing (i) the sum of (x) the Stated Value (\$1,000 subject to appropriate adjustments) applicable to such shares of Series D Convertible Preferred Stock and (y) all Accrued Dividends (as defined below) thereon (1) that remain unpaid as of such date by (ii) the Optional Conversion Price in effect at the time of conversion. The initial "Optional Conversion Price" was \$0.07 and dividends accrued at a rate of 8% per annum, compounded annually (the "Accrued Dividends"). The 28,571,428 shares underlying the Series D Convertible Preferred Stock give effect to Accrued Dividends for the period from February 2, 2011 through July 1, 2011.

(2) Exchange of 2,000 shares of Series D Convertible Preferred Stock for 2,072 shares of Series E Convertible Preferred Stock pursuant to the terms of the Exchange Agreement dated December 5, 2011 by and between Bonds.com Group, Inc., Jefferies & Company, Inc. and the other parties thereto.

(3)

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The Series D Convertible Preferred Stock does not have an expiration date. The Series E Convertible Preferred Stock does not have an expiration date.

- (4) The Reporting Person originally purchased 20 units, each of which was comprised of warrants to purchase 1,428,571.429 shares of Common Stock and 100 shares of Series D Convertible Preferred Stock for aggregate consideration equal to \$2 million.
- (5) Each share of Series E Convertible Preferred Stock is convertible into 14,285.714 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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