

JEFFERIES GROUP INC /DE/  
Form FWP  
November 03, 2010

**November 2, 2010**  
**Filed pursuant to Rule 433**  
**Registration Statement No. 333-160214**

**3.875% SENIOR NOTES DUE 2015**

<b>Issuer:</b>	Jefferies Group, Inc.
<b>Issue:</b>	Senior Notes due 2015
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Anticipated Ratings (Moody s/S&amp;P/Fitch):</b>	Baa2(Stable)/BBB(Stable)/BBB(Stable)
<b>Principal Amount:</b>	\$500,000,000
<b>Trade Date:</b>	November 2, 2010
<b>Settlement Date:</b>	November 9, 2010 (T + 5)
<b>Final Maturity:</b>	November 9, 2015
<b>Interest Payment Dates:</b>	Semi-annually on May 9, and November 9, commencing on May 9, 2011
<b>Benchmark Treasury:</b>	1.25% UST due 10/31/15
<b>Spread to Benchmark:</b>	T + 275 basis points
<b>Treasury Strike:</b>	1.161%
<b>Yield to Maturity:</b>	3.911%
<b>Coupon:</b>	3.875%
<b>Public Offering Price:</b>	99.838% of principal amount
<b>Underwriting Discount:</b>	0.300%
<b>Proceeds, Before Expenses:</b>	\$497,690,000
<b>Day Count Convention:</b>	30/360
<b>Make-Whole Call Payment:</b>	UST + 40 basis points
<b>Minimum Denominations:</b>	\$5,000 and integral multiples of \$1,000 in excess thereof
<b>CUSIP:</b>	472319AJ1

**ISIN:** US472319AJ14

**Sole Bookrunner:** Jefferies & Company, Inc.

**Co-Managers:** BNY Mellon Capital Markets, LLC  
Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).**

**Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Jefferies & Company, Inc. at (201)761-7610.**