

JEFFERIES GROUP INC /DE/
Form 8-K
May 10, 2012

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 7, 2012

Jefferies Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-14947
(Commission
File Number)

95-4719745
(IRS Employer
Identification No.)

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520 Madison Ave., New York, New York

(Address of principal executive offices)

Registrant's telephone number, including area code: 212-284-2550

10022

(Zip Code)

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

We held our annual meeting of shareholders on May 7, 2012. 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 | 114,801,859 | 4,528,766 | 29,512,440 |
| Brian P. Friedman | 115,319,083 | 4,011,542 | 29,512,440 |
| W. Patrick Campbell | 112,821,251 | 6,509,374 | 29,512,440 |
| Ian M. Cumming | 105,003,011 | 14,327,614 | 29,512,440 |
| Richard G. Dooley | 112,395,470 | 6,935,155 | 29,512,440 |
| Robert E. Joyal | 102,156,883 | 17,173,742 | 29,512,440 |
| Michael T. O Kane | 115,466,451 | 3,864,174 | 29,512,440 |
| Joseph S. Steinberg | 90,544,808 | 28,785,817 | 29,512,440 |

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 |
|-------------|---------------|---------------|------------------|
| 147,751,636 | 1,037,591 | 53,838 | 0 |

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 10, 2012

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