

JEFFERIES GROUP INC /DE/  
Form FWP  
January 16, 2013

January 15, 2013

Filed pursuant to Rule 433

Registration Statement No. 333-181596

**Jefferies Group, Inc.**

**5.125% SENIOR NOTES DUE 2023**

<b>Issuer:</b>	Jefferies Group, Inc.
<b>Issue:</b>	Senior Notes due 2023
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Anticipated Ratings (Moody s/S&amp;P/Fitch):</b>	Baa3 (Stable) / BBB (Negative) / BBB (Negative)
<b>Principal Amount:</b>	\$600,000,000
<b>Trade Date:</b>	January 15, 2013
<b>Settlement Date:</b>	January 18, 2013 (T + 3)
<b>Final Maturity:</b>	January 20, 2023
<b>Interest Payment Dates:</b>	Semi-annually on January 20th and July 20th, commencing on July 22nd, 2013
<b>Benchmark Treasury:</b>	1.625% UST due 11/15/22
<b>Spread to Benchmark:</b>	T + 332.5 basis points
<b>Treasury Strike:</b>	1.836%
<b>Yield to Maturity:</b>	5.161%
<b>Coupon:</b>	5.125%
<b>Public Offering Price:</b>	99.721% of principal amount
<b>Underwriting Discount:</b>	0.450%
<b>Proceeds, Before Expenses:</b>	\$595,626,000
<b>Day Count Convention:</b>	30/360
<b>Make-Whole Call Payment:</b>	UST + 50 basis points
<b>Minimum Denominations:</b>	\$5,000 and integral multiples of \$1,000 in excess thereof
<b>CUSIP:</b>	472319AL6
<b>ISIN:</b>	US472319AL69
<b>Sole Book-Runner:</b>	Jefferies & Company, Inc.
<b>Senior Co-Managers:</b>	Citigroup Global Markets Inc. Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Natixis Securities North America Inc. RBC Capital Markets, LLC
<b>Co-Managers:</b>	Barclays Capital Inc. BNY Mellon Capital Markets, LLC Credit Suisse Securities (USA) LLC HSBC Securities (USA) Inc.

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JMP Securities LLC

Keefe, Bruyette & Woods, Inc.

Knight Capital Americas, L.P

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Morgan Stanley & Co. LLC

Oppenheimer & Co. Inc.

Rafferty Capital Markets, LLC

Stephens Inc.

Sandler O'Neill & Partners, L.P.

U.S. Bancorp Investments, Inc.

Stifel, Nicolaus & Company, Incorporated

**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**