

Jefferies Group LLC
Form 8-A12B
January 17, 2017

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

JEFFERIES GROUP LLC
(Exact name of co-registrant as specified in its charter)

JEFFERIES GROUP CAPITAL FINANCE INC.
(Exact name of co-registrant as specified in its
charter)

Delaware
(State of incorporation or organization)

95-4719745
(I.R.S. Employer or Identification No.)

Delaware
(State of incorporation or organization)

81-1265442
(I.R.S. Employer or Identification No.)

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520 Madison Avenue,

New York, NY 10022

**(Address, including zip code, of Co-Registrants principal executive offices)
Securities to be registered pursuant to Section 12(b) of the Act:**

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 4.850% Senior Notes Due 2027 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration file numbers to which this form relates: 333-209385 and 333-209385-01

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrants Securities to be Registered.

The securities to be registered hereby are the 4.850% Senior Notes due 2027 (the Notes) issued by Jefferies Group LLC and Jefferies Group Capital Finance Inc. A description of the 4.850% Senior Notes due 2027 is set forth under the heading Description of the Notes in the Prospectus Supplement dated January 9, 2017, filed by Jefferies Group LLC (Jefferies) and Jefferies Group Capital Finance Inc. with the Securities and Exchange Commission (the Commission) on January 10, 2017 pursuant to Rule 424(b)(5) under the Securities Act of 1933 (the Act), which supplements (and to the extent inconsistent, supersedes) the description of the general terms and provisions of the debt securities set forth under the heading Description of Securities We May Offer Debt Securities in the Prospectus included in the joint Registration Statement on Form S-3 (File Nos. 333-209385 and 333-209385-01), filed by Jefferies Group LLC and Jefferies Group Capital Finance Inc. with the Commission on February 4, 2016, which descriptions are incorporated herein by reference.

Item 2. Exhibits.

Exhibit

| No. | Description of Exhibit |
|------------|--|
| 4.1 | Senior Debt Indenture, by and among Jefferies Group LLC and Jefferies Group Capital Finance Inc. and The Bank of New York Mellon, as Trustee, dated May 26, 2016.* |
| 4.2 | Officers Certificate establishing the terms of the Notes, incorporated herein by reference to Exhibit 4.2 of Jefferies Current Report on Form 8-K filed on January 17, 2017. |
| 4.3 | Form of Global Note, incorporated herein by reference to Exhibit 4.3 of Jefferies Current Report on Form 8-K filed on January 17, 2017. |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

JEFFERIES GROUP LLC

Date: January 17, 2017

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

JEFFERIES GROUP CAPITAL FINANCE INC.

By: /s/ Roland T. Kelly
Roland T. Kelly
Secretary

Exhibit Index

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