

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**  
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### FILER

#### JEFFERIES GROUP INC

CIK: **717867** | IRS No.: **952848406** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **10-K/A** | Act: **34** | File No.: **001-11665** | Film No.: **99574571**  
SIC: **6211** Security brokers, dealers & flotation companies

#### Mailing Address

*11100 SANTA MONICA BLVD  
10TH FLR  
LOS ANGELES CA 90025*

#### Business Address

*11100 SANTA MONICA BLVD  
10TH FL  
LOS ANGELES CA 90025  
3104451199*

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 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549  
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FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
 SECURITIES EXCHANGE ACT OF 1934.

FOR THE FISCAL YEAR ENDED DECEMBER 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
 SECURITIES EXCHANGE ACT OF 1934.

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 1-11665

JEFFERIES GROUP, INC.  
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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DELAWARE  
 (STATE OR OTHER JURISDICTION OF  
 INCORPORATION OR ORGANIZATION)

95-2848406  
 (I.R.S. EMPLOYER  
 IDENTIFICATION NO.)

11100 SANTA MONICA BOULEVARD, 11TH FLOOR  
 LOS ANGELES, CALIFORNIA  
 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

90025  
 (ZIP CODE)

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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:  
 (310) 445-1199

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:  
 COMMON STOCK, \$.01 PAR VALUE (TITLE OF CLASS)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Indicate by check mark whether the registrant (1) has filed all reports  
 required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
 1934 during the preceding 12 months (or for such shorter period that the

registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. [ ]

State the aggregate market value of the common stock held by nonaffiliates of the registrant. \$809,846,676 as of March 8, 1999.

Indicate the number of shares outstanding of the registrant's class of common stock, as of the latest practical date. 23,961,913 shares as of the close of business March 8, 1999.

DOCUMENTS INCORPORATED BY REFERENCE

See list on following page.

LOCATION OF EXHIBIT INDEX

The index of exhibits is contained in Part IV herein on page 54.

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Jefferies Group, Inc. hereby amends Item 14(a)3 of its annual report on Form 10-K for 1998 by deleting current Exhibit 3.1 in its entirety and substituting new Exhibit 3.1 as follows:

- (3.1) Amended and Restated Certificate of Incorporation of Jefferies Group, Inc.

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, thereunto duly authorized.

JEFFERIES GROUP, INC.

By: /s/ JERRY M. GLUCK

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Jerry M. Gluck  
Secretary

Dated: March 26, 1999

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
JEFFERIES GROUP, INC.

1. The name of the Corporation is:

JEFFERIES GROUP, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is one hundred one million (101,000,000), of which stock one hundred million (100,000,000) shares of the par value of One Cent (\$.01) each, amounting in the aggregate to One Million Dollars (\$1,000,000), shall be Common Stock and of which one million (1,000,000) shares of the par value of One Cent (\$.01) each, amounting in the aggregate to Ten Thousand Dollars (\$10,000) shall be preferred stock. The designation and the powers, preferences and rights, and the qualifications, limitations or restrictions shall be determined by the Board of Directors.
5. The Board of Directors is authorized to make, alter or repeal the By-Laws of the Corporation. Election of Directors need not be by ballot.
6. The name and mailing address of the incorporator is:

W. J. Reif  
100 West Tenth Street  
Wilmington, Delaware 19801

7. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereinafter amended to permit a corporation to further eliminate or limit the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not personally

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liable as set forth in the preceding sentence, shall be further eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any Amendment, repeal, or modification of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for any act or omission occurring prior to the date when such amendment, repeal, or modification became effective.

8. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.