

**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 2, 2019

JEFFERIES FINANCIAL GROUP INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-5721
(Commission
File Number)

13-2615557
(IRS Employer
Identification No.)

520 Madison Avenue, New York, New York
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: 212-460-1900

Not applicable
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company:

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, Par Value \$1.00 Per Share

“JEF”

New York Stock Exchange

Item 8.01 Other Events.*Amendment No. 1 to Agreement and Plan of Merger*

On May 2, 2019, Jefferies Financial Group Inc. (“Jefferies”) entered into Amendment No. 1 to Agreement and Plan of Merger (“Amendment No. 1”) with HomeFed Corporation, a Delaware corporation (“HomeFed”) and Heat Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of Jefferies (“Merger Sub”), which amended certain terms of that certain Agreement and Plan of Merger (the “Original Merger Agreement”), dated as of April 12, 2019, by and among Jefferies, HomeFed and Merger Sub to, among other things: (i) provide for an exchange ratio of 2.0 shares of Jefferies common stock for every share of HomeFed common stock (without adjustments); (ii) eliminate the ability for a HomeFed stockholder to make an election to receive either stock consideration or cash consideration and (iii) make certain other related amendments.

The foregoing summary of Amendment No. 1 does not purport to be complete and is subject to, and is qualified in its entirety by, the full text of Amendment No. 1, filed as Exhibit 99.1 to this Current Report on Form 8-K.

Press Release

On May 3, 2019, Jefferies issued a press release announcing that the parties had amended the terms of the Original Merger Agreement. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibits are filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Amendment No. 1 to Agreement and Plan of Merger, dated as of May 2, 2019, by and among Jefferies Financial Group Inc., Heat Merger Sub, LLC and HomeFed Corporation (incorporated by reference to Exhibit 2.1 to HomeFed Corporation’s Current Report on Form 8-K filed with the SEC on May 3, 2019).</u>
99.2	<u>Press Release issued by Jefferies Financial Group, Inc., dated May 3, 2019.</u>

Important Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction contemplated by the Agreement and Plan of Merger, dated as of April 12, 2019 as amended on May 2, 2019, among Jefferies Financial Group Inc. (“Jefferies”), HomeFed Corporation (“HomeFed”) and Heat Merger Sub, LLC (“Merger Sub”). This communication may be deemed to be solicitation material in respect of the proposed transaction involving Jefferies and HomeFed. In connection with the proposed transaction, Jefferies will file a registration statement on Form S-4 with the SEC, which will include a proxy statement of HomeFed and a prospectus of Jefferies with respect to the issuance of Jefferies common stock. A definitive proxy statement/prospectus will also be sent to HomeFed stockholders seeking any required stockholder approval. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. Before making any voting or investment decision, investors and HomeFed stockholders are urged to carefully read the entire registration statement and proxy statement/prospectus when they become available, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the merger and other transactions contemplated by the merger agreement. Investors and HomeFed stockholders will be able to obtain free copies of the registration statement and proxy statement/prospectus and the other documents filed with the SEC by Jefferies and HomeFed through the web site maintained by the SEC at www.sec.gov. In addition, investors and HomeFed stockholders will be able to obtain free copies of the registration statement and proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of Jefferies at the following:

Jefferies Financial Group Inc.

Attention: Investor Relations
520 Madison Avenue
New York, New York 10022
212-460-1900
www.jefferies.com

Forward-Looking Statements

This communication may “forward-looking statements” within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include statements about our future and statements that are not historical facts. These forward-looking statements are usually preceded by the words “should,” “expect,” “intend,” “may,” “will,” or similar expressions. Forward-looking statements may contain expectations regarding the proposed merger, and may include statements of future performance, plans, and objectives. Forward-looking statements represent only our belief regarding future events, many of which by their nature are inherently uncertain. It is possible that the actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Information regarding important factors, including Risk Factors that could cause actual results to differ, perhaps materially, from those in our forward-looking statements is contained in reports we file with the SEC. You should read and interpret any forward-looking statement together with reports we file with the SEC.

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 Financial Group Inc.

Date: May 3, 2019

By: /s/ Michael J. Sharp

Name: Michael J. Sharp

Title: Executive Vice President and General Counsel

EX-99.2 2 d734976dex992.htm EX-99.2

Exhibit 99.2

JEFFERIES FINANCIAL GROUP INC. AGREES TO AMEND PREVIOUSLY ANNOUNCED MERGER AGREEMENT UNDER WHICH IT WOULD ACQUIRE THE REMAINING 30% INTEREST IN HOMEFED CORPORATION

New York, New York, May 3, 2019 — Jefferies Financial Group Inc. (NYSE: JEF or Jefferies), which currently owns approximately 70% of the outstanding shares of common stock of HomeFed Corporation (OTCMKTS: HOFD or HomeFed), a developer and owner of residential and mixed-use real estate properties primarily in California and New York, announced today that the Board of Directors of Jefferies and the Special Committee of the Board of Directors of HomeFed have approved an amendment to the previously announced merger agreement under which Jefferies will acquire the shares of HomeFed common stock that it does not already own. Under the terms of the amended merger agreement, Jefferies will issue two shares of Jefferies common stock for each share of HomeFed common stock to be acquired by Jefferies and there will not be a collar or a cash election option. The previously announced merger agreement was amended following feedback received by Jefferies and the Special Committee from HomeFed stockholders unaffiliated with Jefferies following the April 15 announcement of the original merger agreement.

For a more complete description of the amended transaction, please see Jefferies' Form 8-K filed today.

Important Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction contemplated by the Agreement and Plan of Merger, dated as of April 12, 2019 as amended on May 2, 2019, among Jefferies Financial Group Inc. ("Jefferies"), HomeFed Corporation ("HomeFed") and Heat Merger Sub, LLC ("Merger Sub"). This communication may be deemed to be solicitation material in respect of the proposed transaction involving Jefferies and HomeFed. In connection with the proposed transaction, Jefferies will file a registration statement on Form S-4 with the SEC, which will include a proxy statement of HomeFed and a prospectus of Jefferies with respect to the issuance of Jefferies common stock. A definitive proxy statement/prospectus will also be sent to HomeFed stockholders seeking any required stockholder approval. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. **Before making any voting or investment decision, investors and HomeFed stockholders are urged to carefully read the entire registration statement and proxy statement/prospectus when they become available, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the merger and other transactions contemplated by the merger agreement.** Investors and HomeFed stockholders will be able to obtain free copies of the registration statement and proxy statement/prospectus and the other documents filed with the SEC by Jefferies and HomeFed through the web site maintained by the SEC at www.sec.gov. In addition, investors and HomeFed stockholders will be able to obtain free copies of the registration statement and proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of Jefferies at the following:

Jefferies Financial Group Inc.
Attention: Investor Relations
520 Madison Avenue
New York, New York 10022
212-460-1900
www.jefferies.com

Forward-Looking Statements

This communication may “forward-looking statements” within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include statements about our future and statements that are not historical facts. These forward-looking statements are usually preceded by the words “should,” “expect,” “intend,” “may,” “will,” or similar expressions. Forward-looking statements may contain expectations regarding the transaction, and may include statements of future performance, plans, and objectives. Forward-looking statements represent only our belief regarding future events, many of which by their nature are inherently uncertain. It is possible that the actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Information regarding important factors, including Risk Factors that could cause actual results to differ, perhaps materially, from those in our forward-looking statements is contained in reports we file with the SEC. You should read and interpret any forward-looking statement together with reports we file with the SEC.

Laura Ulbrandt
(212) 460-1900