

Section 1: 8-K (8-K)

**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): September 16, 2019

Jefferies Financial Group Inc.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-15721
(Commission
File Number)

13-2615557
(IRS Employer
Identification No.)

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

10022
(Zip Code)

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

(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))

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

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.

Item 8.01 Other Events

On September 16, 2019, we issued a press release announcing a distribution to our stockholders of 7,514,477 Spectrum Brands Holdings, Inc. common shares through a special pro rata dividend. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished with this report:

<u>Number</u>	<u>Exhibit</u>
99	September 16, 2019 Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 16, 2019

/s/ Roland T. Kelly

Roland T. Kelly

Associate General Counsel

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Section 2: EX-99 (EX-99)

Exhibit 99

September 16, 2019

JEFFERIES FINANCIAL GROUP ANNOUNCES SPECIAL DIVIDEND OF SPECTRUM BRANDS COMMON STOCK

New York, New York, September 16, 2019 — Jefferies Financial Group Inc. (NYSE: JEF or Jefferies), which currently owns 7,514,477 shares, or approximately 15.4%, of the common stock of Spectrum Brands Holdings, Inc. (NYSE: SPB or Spectrum Brands), announced today that its Board of Directors has approved a distribution to stockholders of Jefferies of these Spectrum Brands shares. Jefferies will distribute the 7,514,477 Spectrum Brands shares through a special pro rata dividend (the “Distribution”) effective on October 11, 2019 (the “Distribution Date”) to Jefferies’ stockholders of record as of the close of business on September 30, 2019 (the “Record Date”). Stockholders of Jefferies will receive approximately 0.025 of a share of Spectrum Brands common stock for each share of Jefferies common stock held as of the Record Date. Based on closing market prices on September 13, 2019, the dividend reflects a distribution of approximately \$1.50, or 7.4%, per Jefferies share.

Rich Handler and Brian Friedman, CEO and President, respectively, of Jefferies, said “The Distribution is consistent with our goal of maximizing long-term value for our shareholders. We continue to focus on growing our financial services businesses, simplifying our structure and returning excess capital to our shareholders in whatever form is appropriate. Including the Distribution, Jefferies has returned approximately \$2.2 billion to its shareholders over the past 17 months through share repurchases and dividends.”

“We worked closely with Harbinger Group Inc. (“HRG”) to simplify HRG and then merge with Spectrum Brands to maximize value for all stakeholders. We feel the Distribution allows Jefferies’ shareholders to realize the benefit of this investment in the most efficient and effective manner. We wish Spectrum Brands much success going forward.”

The Spectrum Brands shares to be distributed will be delivered in book-entry form, subject to certain exceptions, at the effective time of the Distribution, and Jefferies’ stockholders who hold their shares through brokers or other nominees will have their Spectrum Brands common shares credited to their accounts by their brokers or other nominees. No fractional shares will be distributed, and stockholders will receive cash in lieu thereof. The Distribution will be taxable for Jefferies’ stockholders.

In connection with the Distribution, Jefferies will send information detailing the Distribution to its stockholders of record on the Record Date. Jefferies will post the information on its Investor Relations website at <http://ir.jefferies.com/notices-disclosures/Index?KeyGenPage=1073753799>. No vote or action is required by Jefferies’ stockholders in order to receive the distribution of shares of Spectrum Brands common stock in the Distribution.

* * * *

This press release contains “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,” “continued,” “may,” “will,” or similar expressions. Forward-looking statements may contain expectations regarding revenues, earnings, operations, and other results, and may include statements of future performance, plans, and objectives. Forward-looking statements also include statements pertaining to our strategies for future development of our businesses and products. 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. Past performance may not be indicative of future results. Different types of investments involve varying degrees of risk. Therefore, it should not be assumed that future performance of any specific investment or investment strategy will be profitable or equal the corresponding indicated performance level(s).

About Jefferies Financial Group Inc.

Jefferies Financial Group Inc. is a diversified financial services company engaged in investment banking and capital markets, asset management and direct investing. Jefferies Group LLC, our largest subsidiary, is the largest independent full-service global investment banking firm headquartered in the U.S.

Contact: Teri Gendron (212) 460-1932

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