

E TRADE FINANCIAL CORP  
Form 8-K/A  
October 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 21, 2010**

**E\*TRADE Financial Corporation**

**(Exact name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-11921**  
**(Commission File Number)**

**94-2844166**  
**(I.R.S. Employer)**

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of incorporation or organization)

135 East 57<sup>th</sup> Street, New York, New York 10022

Identification Number)

(Address of Principal Executive Offices and Zip Code)

(646) 521-4300

(Registrant's Telephone Number, including Area Code)

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:

- .. 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))

*Explanatory Note:* This Form 8-K/A is being filed to correct a clerical error in the original Form 8-K filed on October 20, 2010 (the Original 8-K ). Item 2.02 of the Original 8-K is amended and restated in its entirety below. This Form 8-K/A does not amend any other Items in the Original 8-K or in the exhibits thereto.

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On October 20, 2010, the Company announced its third quarter earnings for fiscal year 2010. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

As of September 30, 2010, a cumulative total of \$1.0 billion of the Company's convertible debentures have been converted which results in approximately 221 million of common shares outstanding. The remaining face value of convertible debt as of September 30, 2010 is approximately \$705 million, which can be converted into approximately 68 million shares of common stock.

The information furnished shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference into any filing thereunder or under the Securities Act of 1933 unless expressly set forth by specific reference in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1\* Earnings Press Release, dated October 20, 2010

\*Previously filed.

**SIGNATURE**

**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.**

Dated: October 21, 2010

E\*TRADE FINANCIAL CORPORATION

By: */s/ Karl A. Roessner*  
**Karl A. Roessner**

*Corporate Secretary*