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SOFTBANK AMERICA INC
Form SC 13D/A
December 11, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)*

E*Trade Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

269246-10-4

(CUSIP Number)

RONALD FISHER
SOFTBANK HOLDINGS INC.
1188 CENTRE STREET
NEWTON CENTER, MA 02459
(617) 928-9300

STEPHEN A. GRANT, ESQ.
SULLIVAN & CROMWELL
125 BROAD STREET
NEW YORK, NY 10004
(212) 558-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 7, 2001

(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on following pages)
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CUSIP NO. 269246-10-4

13D

PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK America Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
33,401,688

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
33,401,688

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,401,688

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9%

14 TYPE OF REPORTING PERSON
HC, CO

CUSIP NO. 269246-10-4

13D

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	SOFTBANK Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
		7 SOLE VOTING POWER
	NUMBER OF SHARES	8 SHARED VOTING POWER 33,401,688
	BENEFICIALLY	
	OWNED BY	9 SOLE DISPOSITIVE POWER
	EACH	
	REPORTING	10 SHARED DISPOSITIVE POWER 33,401,688
	PERSON WITH	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,401,688	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9%	
14	TYPE OF REPORTING PERSON HC, CO	

CUSIP NO.	269246-10-4	13D	PAGE 4 OF 8 PAGES

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	SOFTBANK Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) []

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(b) []

3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 33,401,688
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 33,401,688
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,401,688	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9%	
14	TYPE OF REPORTING PERSON HC, CO	

CUSIP NO. 269246-10-4

13D

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS Masayoshi Son	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	
	8	SHARED VOTING POWER 33,401,688

	9	SOLE DISPOSITIVE POWER

	10	SHARED DISPOSITIVE POWER 33,401,688

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,401,688	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9%	

14	TYPE OF REPORTING PERSON IN	

SOFTBANK America Inc., a Delaware corporation ("SB America"), SOFTBANK Holdings Inc., a Delaware corporation ("SBH"), SOFTBANK Corp., a Japanese corporation ("SOFTBANK"), and Mr. Masayoshi Son, a Japanese citizen ("Mr. Son" and, together with SB America, SBH and SOFTBANK, the "Reporting Persons"), hereby amend and supplement the statement on Schedule 13D previously filed by them, as heretofore amended and supplemented, with respect to the Common Stock, par value \$0.01 per share (the "Common Stock"), of E*Trade Group, Inc., a Delaware corporation (the "Issuer"), beneficially owned by them. Except as amended and supplemented hereby, the statement on Schedule 13D, as heretofore amended and supplemented, remains in full force and effect.

Item 1. Security and Issuer.

This statement on and amendment of Schedule 13D (this "Statement") relates to the Common Stock, par value \$0.01 per shares (the "Common Stock"), of E*Trade Group, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 4500 Bohannon Drive, Menlo Park, CA 94025.

Item 5. Interest in Securities of the Issuer.

The percentage of the Issuer's outstanding Common Stock reported herein as beneficially owned by the Reporting Persons is based upon 370,585,687 shares of Common Stock (the "Outstanding Shares") reported by the Issuer as outstanding at October 31, 2001 in the Issuer's Form 10-Q for the quarter ended September 30, 2001.

SB America is a wholly-owned subsidiary of SBH, which in turn is a wholly-owned subsidiary of SOFTBANK. Mr. Son is the President and Chief

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Executive Officer of SOFTBANK and owns, as of September 30, 2001, an approximately 37.15% interest in SOFTBANK. Accordingly, securities owned by SB America may be regarded as being beneficially owned by SBH; securities owned by SBH may be regarded as being beneficially owned by SOFTBANK; and securities owned by SOFTBANK may be regarded as being beneficially owned by Mr. Son.

On December 7, 2001, SB America agreed to sell 20,000,000 shares of Common Stock at \$7.28 per share to the Issuer. As of the date of the filing of this statement, the Reporting Persons beneficially own 33,401,688 shares of Common Stock of the Issuer representing approximately 9% of the Outstanding Shares.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2001

SOFTBANK AMERICA INC.

By: /s/ Stephen A. Grant

Secretary

SOFTBANK HOLDINGS INC.

By: /s/ Stephen A. Grant

Secretary

SOFTBANK CORP.

By: /s/ Stephen A. Grant

Attorney-in-fact

MASAYOSHI SON

By: /s/ Stephen A. Grant

Attorney-in-fact

