

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

COATUE MANAGEMENT LLC
Form SC 13G/A
August 07, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

E*Trade Financial Corporation

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

269246104

(CUSIP Number)

July 30, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 269246104

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Coatue Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

64,057,572

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

64,057,572

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,057,572

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 269246104

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Coatue Offshore Master Fund, Ltd.

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

59,175,086

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

59,175,086

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

59,175,086

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 269246104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philippe Laffont

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

64,057,572

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

64,057,572

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,057,572

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 269246104

Item 1(a). Name of Issuer:

E*Trade Financial Corporation

(b). Address of Issuer's Principal Executive Offices:

135 East 57th Street
New York, New York 10022

Item 2(a). Name of Persons Filing:

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

Coatue Management, LLC
Coatue Offshore Master Fund, Ltd.
Philippe Laffont

- (b). Address of Principal Business Office, or if None, Residence

Coatue Management, LLC
126 East 56th Street
New York, New York 10022

Coatue Offshore Master Fund, Ltd.
c/o Morgan Stanley Fund Services (Cayman) Ltd.
P.O. Box 2681, Century Yard, 4th Floor
Cricket Square, Hutchins Drive
George Town, Grand Cayman KY1-1111
Cayman Islands

Philippe Laffont
c/o Coatue Management, LLC
126 East 56th Street
New York, New York 10022

- (c). Citizenship

Coatue Management, LLC - Delaware limited liability company
Coatue Offshore Master Fund, Ltd. - Cayman Islands exempted company
Philippe Laffont - France

- (d). Title of Class of Securities:

Common Stock, \$0.01 par value

- (e). CUSIP Number:

269246104

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Coatue Management, LLC - 64,057,572
Coatue Offshore Master Fund, Ltd. - 59,175,086
Philippe Laffont - 64,057,572

(b) Percent of class:

Coatue Management, LLC - 5.7%
Coatue Offshore Master Fund, Ltd. - 5.3%
Philippe Laffont - 5.7%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:
Coatue Management, LLC - 0
Coatue Offshore Master Fund, Ltd. - 0
Philippe Laffont - 0
- (ii) Shared power to vote or to direct the vote:
Coatue Management, LLC - 64,057,572
Coatue Offshore Master Fund, Ltd. - 59,175,086
Philippe Laffont - 64,057,572
- (iii) Sole power to dispose or direct the disposition of:
Coatue Management, LLC - 0
Coatue Offshore Master Fund, Ltd. - 0
Philippe Laffont - 0
- (iv) Shared power to dispose or to direct the disposition of:
Coatue Management, LLC - 64,057,572
Coatue Offshore Master Fund, Ltd. - 59,175,086
Philippe Laffont - 64,057,572

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

N/A

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this

schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Sec.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Sec.240.13d-1(c) or Sec.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

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.

August 7, 2009

(Date)

COATUE MANAGEMENT, LLC*

By: /s/ Philippe Laffont

Name: Philippe Laffont

Title: Managing Member

COATUE OFFSHORE MASTER FUND, LTD.*

By: /s/ Philippe Laffont

Name: Philippe Laffont

Title: Director

/s/ Phillippe Laffont*

PHILLIPPE LAFFONT

*The Reporting Person disclaims beneficial ownership in the shares reported herein except to the extent of his pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G/A dated August 7, 2009 relating to the Common Stock, par value \$0.01, of E*Trade Financial Corporation shall be filed on behalf of the undersigned.

COATUE MANAGEMENT, LLC

By: /s/ Philippe Laffont

Name: Philippe Laffont

Title: Managing Member

COATUE OFFSHORE MASTER FUND, LTD.

By: /s/ Philippe Laffont

Name: Philippe Laffont

Title: Director

/s/ Phillippe Laffont

Edgar Filing: COATUE MANAGEMENT LLC - Form SC 13G/A

PHILLIPPE LAFFONT

SK 02984 0001 1020587