

E TRADE FINANCIAL CORP  
Form POSASR  
July 01, 2009

As filed with the Securities and Exchange Commission on July 1, 2009

Registration No. 333-150997

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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AMENDMENT NO. 1 TO FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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E\*TRADE Financial Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

94-2844166  
(I.R.S. Employer  
Identification Number)

135 East 57th Street  
New York, New York 10022  
(646) 521-4300  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive  
Offices)

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Karl A. Roessner  
General Counsel  
135 East 57th Street  
New York, New York 10022  
(646) 521-4300  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:  
Bruce K. Dallas  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

On May 19, 2008, E\*TRADE Financial Corporation (the “Company”) filed a registration statement on Form S-3ASR (File No. 333-150997) (the “Registration Statement”). The Registration Statement was filed in connection with the Company’s contractual obligations to maintain an effective resale registration statement for certain of its security holders. The Registration Statement was declared effective automatically upon filing.

Upon the filing of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008, the Registration Statement ceased to be usable as the Company was no longer a “well-known seasoned issuer” (as such term is defined in Rule 405 under the Securities Act of 1933, as amended). Therefore, the Company hereby withdraws the Registration Statement. The Company has subsequently regained “well-known seasoned issuer” status.

\$349,590,360 aggregate amount of securities were sold under the Registration Statement. In accordance with Rule 457(p) promulgated under the Securities Act of 1933, as amended, all unused fees paid to the Commission in connection with the filing of the Registration Statement (equaling \$95,719) shall be credited for future use.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 1, 2009.

E\*TRADE Financial Corporation

By: /s/ Bruce Nolop  
Bruce P. Nolop  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Donald Layton Donald H. Layton	Chief Executive Officer and Chairman of the Board (principal executive officer)	July 1, 2009
/s/ Bruce Nolop Bruce P. Nolop	Chief Financial Officer (principal financial and accounting officer)	July 1, 2009
/s/ Robert Druskin Robert Druskin	Director	July 1, 2009
/s/ Ronald Fisher Ronald D. Fisher	Director	July 1, 2009
Kenneth C. Griffin	Director	
/s/ George Hayter George A. Hayter	Director	July 1, 2009
/s/ Frederick Kanner Frederick W. Kanner	Director	July 1, 2009
Michael K. Parks	Director	
C. Cathleen Raffaelli	Director	

Director

Lewis E. Randall

II-1

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Signature	Title	Date
Joseph L. Sclafani	Director	
/s/ Donna L. Weaver Donna L. Weaver	Director	July 1, 2009
/s/ Stephen H. Willard Stephen H. Willard	Director	July 1, 2009