

E TRADE GROUP INC
Form 8-K/A
December 17, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO 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 1, 2001

E*TRADE Group, Inc.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11921
(Commission
File Number)

94-2844166
(IRS Employer
Identification No.)

4500 Bohannon Drive, Menlo Park, CA 94025

(Address of principal executive offices) (Zip Code)

(650) 331-6000

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report.)

This Form 8-K/A amends the Company's Current Report on Form 8-K filed on October 15, 2001 to provide the financial statements and exhibits described below.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) *Financial Statements of Business Acquired.*

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The required financial statements of Dempsey & Company, LLC are filed as Exhibit 99.1 hereto and hereby incorporated by reference.

(b) *Pro Forma Financial Information.*

The unaudited pro forma condensed combined financial statements giving pro forma effect to our acquisition of Dempsey & Company, LLC and all other acquisitions made by us and Dempsey & Company, LLC subsequent to September 30, 2000 and December 31, 2000, respectively, are filed as Exhibit 99.2 hereto and hereby incorporated by reference.

(c) *Exhibits.*

The following documents are filed as exhibits to this Report:

Exhibit No.	Description
23.1	<u>Consent of Deloitte & Touche LLP, Independent Auditors</u>
99.1	<u>Financial Statements of Dempsey & Company, LLC</u>
99.2	<u>Unaudited Pro Forma Condensed Combined Financial Statements</u>

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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 thereunto duly authorized.

E*TRADE Group, Inc.
(Registrant)

Date: December 17, 2001

/s/ LEONARD C. PURKIS

By: _____

Leonard C. Purkis
Chief Financial and Administration Officer
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

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