

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Mr. Kenneth Griffin notified E*TRADE Financial Corporation (the “Company”) that he does not wish to stand for re-election. Mr. Griffin will remain on the Company’s Board of Directors until his term expires at the Company’s 2013 Annual Meeting of Stockholders scheduled for May 9, 2013.

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, hereunto duly authorized.

**E*TRADE FINANCIAL
CORPORATION**

Dated: March 22, 2013 By: /s/ Karl A. Roessner
Name: Karl A. Roessner
Title: Corporate Secretary