

E TRADE FINANCIAL CORP  
Form 8-K  
October 31, 2005

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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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 28, 2005

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## E\*TRADE Financial Corporation

(Exact Name of Registrant as Specified in Its Charter)

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Delaware

(State or Other Jurisdiction of Incorporation)

1-11921  
(Commission File Number)

94-2844166  
(IRS Employer Identification No.)

135 East 57<sup>th</sup> Street

New York, New York  
(Address of Principal Executive Offices)

10022  
(Zip Code)

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**(646) 521-4300**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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***Item 8.01. Other Events.***

A copy of the press release announcing the pricing of E\*TRADE Financial Corporation's offering of \$250 million aggregate principal amount of 7<sup>3</sup>/<sub>8</sub>% senior notes due in 2013 (the Notes) is attached to this current report on Form 8-K as Exhibit 99.1. This offering is an add-on to the \$350 million of senior notes issued by the Company in September 2005 and pursuant to the Indenture dated September 19, 2005. Today's offering was priced at 99.00 to yield 7.54%. The offering of the Notes is expected to close on or about November 10, 2005.

***Item 9.01. Financial Statements and Exhibits***

(c) Exhibits

See Exhibit Index attached hereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

E\*TRADE Financial Corporation

Date: October 31, 2005

By: /s/ RUSSELL S. ELMER

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Name: Russell S. Elmer  
Title: Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 28, 2005