

Edgar Filing: E TRADE GROUP INC - Form 424B3

E TRADE GROUP INC
 Form 424B3
 January 16, 2002

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-64102

PROSPECTUS SUPPLEMENT
 TO PROSPECTUS DATED SEPTEMBER 24, 2001

E*TRADE GROUP, INC.

\$325,000,000 6.75% Convertible Subordinated Notes Due 2008
 and
 Shares of Common Stock Issuable Upon Conversion of the Notes

The information contained in the table appearing under the heading "Selling Securityholders" on pages 40-42 of the prospectus with respect to the selling securityholders named below is hereby amended as follows:

| Name of Selling Securityholder | Principal Amount of Notes Beneficially Owned | Principal Amount of Notes Registered for Sale Hereby | Principal Amount of Notes Owned After Offering (1) | Percentage of Notes Owned After Offering (1) | Number of Shares of Common Stock Beneficially Owned (2) |
|--|--|--|--|--|---|
| Deutsche Banc Alex Brown Inc. | 10,000,000 | 10,000,000 | -- | * | 915,332 |
| J.P. Morgan Securities Inc. | 13,890,000 | 13,890,000 | -- | * | 1,271,396 |
| McMahan Securities Co. L.P. | 60,000 | 60,000 | -- | * | 5,492 |
| Other holders of notes or future transferees, pledgees, donees or successors of any holders(4) | 3,295,000 | 3,295,000 | -- | * | 301,602 |

Investing in our notes and common stock involves risks. See "Risk Factors" included in the prospectus beginning on page 4 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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The date of this prospectus supplement is January 15, 2002