

Edgar Filing: E TRADE GROUP INC - Form 424B3

E TRADE GROUP INC  
 Form 424B3  
 May 15, 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)	Number of Shares of Common Stock Registered for Sale Hereby (1)
Bankgesellschaft Berlin AG	2,000,000	2,000,000	--	*	183,066	183,066
CRT Capital Group, LLC	2,000,000	2,000,000	--	*	183,066	183,066
Tribeca Investments, LLC	25,000,000	25,000,000	--	*	2,288,330	2,288,330
Other holders of notes or future transferees, pledgees, donees or successors of any holders(4)	1,295,000	1,295,000	--	*	118,535	118,535

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 May 14, 2002