

E TRADE GROUP INC
Form POS AM
September 12, 2003

As filed with the Securities and Exchange Commission on September 12, 2003

Registration No. 333-35802

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

E*TRADE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of other jurisdiction of
incorporation or organization)

94-2844166

(I.R.S. Employee
Identification Number)

**4500 Bohannon Drive
Menlo Park, California 94025
(650) 331-6000**

(Address, including zip code, and telephone number including area code, of Registrant's principal executive offices)

**Russell S. Elmer
General Counsel and
Corporate Secretary
E*TRADE GROUP, INC.**

**4500 Bohannon Drive
Menlo Park, California 94025
(650) 331-6000**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Bruce K. Dallas, Esq.
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000**

Approximate date of commencement of proposed sale of the securities to the public: Not applicable.

If any of the securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

This Post-Effective Amendment No. 1 to Form S-3 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such a date as the Commission, acting pursuant to Section 8(c), may determine.

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, as amended (No. 333-35802), which was declared effective on May 19, 2000, is being filed to deregister unsold 6% Convertible Subordinated Notes due February 1, 2007 of the registrant, E*TRADE Group, referred to herein as the notes, and the shares of common stock issuable upon conversion of the notes by the Selling Securityholders. The registrant's obligation to keep the Registration Statement effective has expired. Therefore, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effectiveness of this post-effective amendment, all of the notes and shares of common stock issuable upon conversion of the notes, the sale of which was registered under the Registration Statement, that were not sold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on September 8, 2003.

E*TRADE GROUP, INC.

By /s/ Leonard C. Purkis

Name: Leonard C. Purkis

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

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<hr/> <u>/s/ Mitchell H. Caplan</u> Mitchell H. Caplan	Chief Executive Officer and Director (Principal Executive Officer)	September 8, 2003
<hr/> <u>/s/ Leonard C. Purkis</u> Leonard C. Purkis	Chief Financial Officer (Principal Financial and Accounting Officer)	September 8, 2003
<hr/> <u>*</u> George Hayter	Chairman of the Board	September 8, 2003
<hr/> <u>*</u> William A. Porter	Chairman Emeritus	September 8, 2003
<hr/> <u>Ronald D. Fisher</u>	Director	
<hr/> <u>Michael K. Parks</u>	Director	
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<hr/> <u>C. Cathleen Raffaelli</u>	Director	
<hr/> <u>*</u> Lewis E. Randall	Director	September 8, 2003
<hr/> <u>*</u> Lester C. Thurow	Director	September 8, 2003
<hr/> <u>Donna L. Weaver</u>	Director	

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* hereby signs this Amendment No. 1 to the Registration Statement on Form S-3 on September 8, 2003 on behalf of each of the indicated persons for whom he is attorney-in-fact pursuant to a power of attorney previously filed.

By: /s/ Leonard C. Purkis

Name: Leonard C. Purkis

Title: Chief Financial Officer
