

E TRADE FINANCIAL CORP  
Form 8-K  
January 27, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 27, 2010

**E\*TRADE FINANCIAL Corporation**  
(Exact name of Registrant as Specified in its Charter)

Delaware	1-11921	94-2844166
(State or other jurisdiction	(Commission File Number)	(I.R.S. Employer
of incorporation or organization)		Identification Number)
135 East 57th Street, New York, New York 10022		
(Address of Principal Executive Offices and Zip Code)		
(646) 521-4300		
(Registrant's Telephone Number, including Area Code)		

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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:

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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On January 27, 2010, the Company announced its fourth quarter earnings for fiscal year 2009. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

As of January 26, 2010, a cumulative total of \$743.4 million of the Company's convertible debentures have been converted which results in approximately 1.9 billion of common shares outstanding. The remaining face value of convertible debt as of January 26, 2010 is approximately \$1.0 billion, which can be converted into approximately 966 million shares of common stock.

The information furnished shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference into any filing thereunder or under the Securities Act of 1933 unless expressly set forth by specific reference in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Earnings Press Release, dated January 27, 2010

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**SIGNATURE**

**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, thereunto duly authorized.**

Dated: January 27, 2010

E\*TRADE FINANCIAL  
CORPORATION

By: /s/ Karl A. Roessner

**Karl A. Roessner**

*Corporate Secretary*