

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

E*TRADE Financial Corporation (the “Company”) announced that its Board of Directors (“Board”) intends to appoint Rodger A. Lawson as non-executive Chairman to replace Frank J. Petrilli immediately following the 2013 Annual Meeting of Stockholders, subject to the stockholders’ re-election of Mr. Lawson at the Annual Meeting scheduled for May 9, 2013. The announcement follows Mr. Petrilli’s notification to the Board on March 7, 2013 that he does not wish to stand for re-election. Mr. Petrilli will remain a director and Chairman of the Board until the Annual Meeting of Stockholders when his term ends.

Ronald D. Fisher also notified the Board on March 7, 2013 that he does not wish to stand for re-election. Mr. Fisher will remain on the Board until the Annual Meeting of Stockholders when his term ends.

SIGNATURES

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, hereunto duly authorized.

**E*TRADE FINANCIAL
CORPORATION**

Dated: March 8, 2013 By: /s/ Karl A. Roessner
Name: Karl A. Roessner
Title: Corporate Secretary