

E TRADE FINANCIAL Corp
Form 8-K
June 10, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934**

Date of report: June 9, 2014
(Date of earliest event reported)

E*TRADE FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware **1-11921** **94-2844166**
(State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification
incorporation) No.)

1271 Avenue of the Americas, 14th Floor, New York, New York 10020

New York, New York 10022

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(646) 521-4300**

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))

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

On June 9, 2014, E*TRADE Financial Corporation's (the "Company") Board of Directors (the "Board") expanded the number of members of the Board from eleven to twelve and elected Mr. Gary H. Stern to the Board and the Risk Oversight Committee, effective June 10, 2014 (the "Effective Date"). Mr. Stern will stand for re-election at the next Annual Stockholders Meeting in 2015.

Consistent with the Company's non-employee director compensation policy, as of the Effective Date, the Board approved the payment of a pro-rata retainer to Mr. Stern in the amount of \$45,000 in cash, and a grant of restricted stock with a fair market value on the Effective Date equal to \$90,000, which will vest one year from the grant date.

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**

Date: June 10, 2014 By: /s/ Karl A. Roessner
Name: Karl A. Roessner
Title: Corporate Secretary