

E TRADE FINANCIAL CORP  
Form S-8 POS  
May 31, 2005

As filed with the Securities and Exchange Commission on May 31, 2005

Registration No. 333-35074

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1 to

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**E\*TRADE FINANCIAL CORPORATION**

(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)

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**135 East 57th Street  
New York, New York 10022  
(212) 583-0604**

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

**E\*TRADE Financial Corporation  
1996 Stock Incentive Plan**

(Full title of plan)

**Russell S. Elmer  
General Counsel and  
Corporate Secretary**

**E\*TRADE FINANCIAL CORPORATION**

**135 East 57<sup>th</sup> Street  
New York, New York 10022  
(212) 583-0604**

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

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*Copy to:*

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

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**EXPLANATORY NOTE**

This Post-Effective Amendment is being filed in connection with the following registration statements of E\*TRADE Financial Corporation (the "Registrant") on Form S-8 (the "Registration Statements"), pursuant to which shares of the common stock, par value \$.01 (as adjusted for stock splits), were registered for issuance under the Registrant's 1996 Stock Incentive Plan, as amended (the "1996 Plan"):

Registration Statement No. 333-113558  
Registration Statement No. 333-81702, as amended by Post-Effective Amendment No. 1  
Registration Statement No. 333-54904  
Registration Statement No. 333-35074  
Registration Statement No. 333-52631  
Registration Statement No. 333-12503

On May 26, 2005, the stockholders of the Registrant approved the E\*TRADE Financial Corporation 2005 Equity Incentive Plan (the "2005 Plan"), which replaces the 1996 Plan.

Of the shares registered in connection with the 1996 Plan under the Registration Statements, approximately 19,209,796 shares have not been issued and are not subject to issuance upon the exercise of outstanding options granted under the 1996 Plan, and 43,651,876 shares remain subject to issuance in connection with outstanding awards under the 1996 Plan (collectively, the "Carried Forward Shares"). In the event up to 39,000,000 of these 43,651,876 shares are not issued in connection with the 1996 Plan, such as when a currently outstanding option granted under the 1996 Plan is canceled without being exercised, such shares will become available for issuance in connection with the 2005 Plan.

The Registrant will file a Registration Statement on Form S-8 to register shares of its Common Stock for issuance pursuant to the 2005 Plan, including but not limited to the Carried Forward Shares. This Post-Effective Amendment is being filed to reallocate the Carried Forward Shares from the Registration Statements and to carry over the registration fees paid for the Carried Forward Shares from the Registration Statements.

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**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-8, 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 New York, State of New York, on May 27, 2005.

E\*TRADE FINANCIAL CORPORATION

By: /s/ Mitchell H. Caplan

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Name: Mitchell H. Caplan

Title: Chief Executive 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**

/s/ Mitchell H. Caplan

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Mitchell H. Caplan	Chief Executive Officer and Director (Principal Executive Officer)	May 27, 2005
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/s/ Robert J. Simmons		
Robert J. Simmons	Chief Financial Officer (Principal Financial and Accounting Officer)	May 27, 2005
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/s/ George Hayter		
George Hayter	Chairman of the Board	May 27, 2005
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William A. Porter	Chairman Emeritus	
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Ronald D. Fisher	Director	
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/s/ Michael K. Parks		
Michael K. Parks	Director	May 27, 2005
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/s/ C. Cathleen Raffaelli		
C. Cathleen Raffaelli	Director	May 27, 2005
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/s/ Lewis E. Randall		
Lewis E. Randall	Director	May 27, 2005
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Lester C. Thurow	Director	
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/s/ Donna L. Weaver		
Donna L. Weaver	Director	May 27, 2005
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/s/ Daryl G. Brewster		

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Daryl G. Brewster

Director

May 27, 2005

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Stephen H. Willard

Director