

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

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

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

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

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

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.

Mr. Kenneth Griffin notified E*TRADE Financial Corporation (the “Company”) that he does not wish to stand for re-election. Mr. Griffin will remain on the Company’s Board of Directors until his term expires at the Company’s 2013 Annual Meeting of Stockholders scheduled for May 9, 2013.

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 22, 2013 By: /s/ Karl A. Roessner

Name: Karl A. Roessner

Title: Corporate Secretary