E TRADE GROUP INC Form 8-K May 22, 2001

> 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) May 22, 2001

E*TRADE Group, Inc.

(Exact name of registrant as specified in charter)

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

4500 Bohannon Drive, Menlo Park, California 94025 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 331-6000

Not Applicable

(Former name or former address, if changed since last report.)

ITEM 5. OTHER EVENTS

On May 21, 2001, E*TRADE Group, Inc. issued a Press Release announcing that it intends, subject to market conditions, to sell approximately \$250 million aggregate principal amount of convertible subordinated notes in a private placement. The Press Release is filed as an Exhibit to this Current Report on Form 8-K and the contents of the Exhibit are included herein by reference.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 22, 2001

E*TRADE Group, Inc.

By: /s/ Leonard C. Purkis

Leonard C. Purkis, Chief Financial Officer (principal financial and accounting officer)

EXHIBIT INDEX

EXHIBIT DESCRIPTION NUMBER

99.1 Press Release issued May 21, 2001