

Edgar Filing: E TRADE GROUP INC - Form 424B3

E TRADE GROUP INC
Form 424B3
December 20, 2001

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-64102

PROSPECTUS SUPPLEMENT
TO PROSPECTUS DATED SEPTEMBER 24, 2001

E*TRADE GROUP, INC.

\$325,000,000 6.75% Convertible Subordinated Notes Due 2008
and
Shares of Common Stock Issuable Upon Conversion of the Notes

The information contained in the table appearing under the heading
"Selling Securityholders" on pages 40-42 of the prospectus with respect to the
selling securityholders named below is hereby amended as follows:

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned	Principal Amount of Notes Registered for Sale Hereby	Principal Amount of Notes Owned After Offering (1)	Percentage of Notes Owned After Offering (1)	Number of Shares of Common Stock Beneficially Owned (2)
Marathon Asset Management, LLC	5,000,000	5,000,000	--	*	457,666
Other holders of notes or future transferees, pledgees, donees or successors of any holders(4)	4,355,000	4,355,000	--	*	398,627

Investing in our notes and common stock involves risks. See "Risk Factors"
included in the prospectus beginning on page 4 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities
commission has approved or disapproved of these securities or passed upon the
adequacy or accuracy of this prospectus. Any representation to the contrary is
a criminal offense.

The date of this prospectus supplement is December 20, 2001

