

E TRADE FINANCIAL CORP  
Form 8-K  
May 13, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

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

Date of report: May 12, 2011  
(Date of earliest event reported)

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

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

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

(Address of principal executive offices and zip code)

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

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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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Company's Annual Meeting of Stockholders held on May 12, 2011, stockholders considered and approved four proposals, each of which is described in more detail in the Company's definitive proxy statement filed on March 30, 2011 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

Proposal 1

Election of two Class I directors for a term that will end at the Company's Annual Meeting of Stockholders in 2014. As previously reported in the Company's 8-K filed on April 6, 2011, Robert A. Druskin notified the Company after the proxy statement was filed that he would not be able to stand for re-election to the Company's Board of Directors upon expiration of his term at the Company's annual meeting of stockholders in May 2011, due to the time required by other business commitments.

| Director / Class              | For         | Against   | Abstain   | Broker Non-Vote |
|-------------------------------|-------------|-----------|-----------|-----------------|
| Frederick W. Kanner (Class I) | 148,483,435 | 1,279,287 | 2,082,622 | 47,723,632      |
| Joseph M. Velli (Class I)     | 143,086,920 | 5,275,296 | 3,483,128 | 47,723,632      |

Proposal 2

Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 147,798,875 | 2,026,686 | 2,019,783 | 47,723,632      |

Proposal 3

Selection, by a non-binding advisory vote, of the frequency with which stockholders of the Company will be asked to approve, by a non-binding advisory vote, the compensation paid by the Company to its Named Executive Officers.

| One Year    | Two Years | Three Years | Abstain   |
|-------------|-----------|-------------|-----------|
| 138,729,357 | 159,112   | 10,871,240  | 2,085,635 |

In line with the advisory voting by our stockholders, the Company has decided that it will include an advisory shareowner vote on executive compensation in its proxy materials every year until the next required advisory vote on the frequency of stockholder votes on executive compensation.

Proposal 4

Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for 2011.



For  
195,732,454

Against  
1,734,479

Abstain  
2,102,043

The Company press release related to the foregoing events is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |                                   |
|------|-----------------------------------|
| 99.1 | Press release, dated May 12, 2011 |
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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: May 13, 2011

By: /s/ Karl A. Roessner  
Name: Karl A. Roessner  
Title: Corporate Secretary

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EXHIBIT INDEX

| Exhibit No. | Description                       |
|-------------|-----------------------------------|
| 99.1        | Press release, dated May 12, 2011 |

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