

E TRADE FINANCIAL CORP  
Form 8-K  
December 01, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 30, 2005**

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**E\*TRADE Financial Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**1-11921**  
(Commission File Number)

**94-2844166**  
(IRS Employer

Identification Number)

**135 East 57<sup>th</sup> Street**

**New York, New York**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**(646) 521-4300**

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Registrant's telephone number, including area code

N/A

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

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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 (see General Instruction A.2. below):

- 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 2.01 Completion of Acquisition or Disposition of Assets.**

On November 30, 2005, E\*TRADE Financial Corporation, a Delaware corporation (the Company ), closed the acquisition (the Transaction ) by the Company, through its subsidiary E\*TRADE Brokerage Holdings, Inc., of the BrownCo on-line brokerage business conducted by BrownCo, LLC (formerly J.P. Morgan Invest, LLC) ( BrownCo ), pursuant to the Sale and Purchase Agreement, dated as of September 28, 2005, among the Company, J.P. Morgan Invest Inc., a Delaware corporation (the Seller ), and JPMorgan Chase & Co., a Delaware corporation, as amended. The Transaction was previously announced by the Company in its Form 8-K dated September 28, 2005.

In connection with the Transaction, the Company acquired all of the limited liability company interests in BrownCo from the Seller for approximately \$1.6 billion in cash.

A copy of the press release announcing the closing of the Transaction is attached as Exhibit 99.1 and is incorporated in this report by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

Exhibit 99.1 Press Release, dated December 1, 2005

**SIGNATURES**

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

E\*TRADE Financial Corporation

By:           /s/ Russell S. Elmer          

Name: Russell S. Elmer

Title: General Counsel and Corporate Secretary

Date: December 1, 2005