



**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Mr. Mohsen Fahmi has notified E\*TRADE Financial Corporation (the “Company”) of his resignation from the Company’s Board of Directors, effective immediately. Mr. Fahmi stated that, in connection with his recent acceptance of a senior position at another firm, the policies of that firm prohibit him from continuing to serve on E\*TRADE’s Board of Directors.

**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**

Date: August 18, 2014 By: /s/ Karl A. Roessner  
Name: Karl A. Roessner  
Title: Corporate Secretary