

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Karl A. Roessner

Name of the Holding Company Director and Official

Chief Executive Officer and Director

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

*With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.*

[Signature]  
 Signature of Holding Company Director and Official

4/3/17  
 Date of Signature

**For holding companies not registered with the SEC—**  
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

549300LYE2HSVYJFJD24

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

E\*TRADE Financial Corporation

Legal Title of Holding Company

1271 Avenue of the Americas, 14th Floor

(Mailing Address of the Holding Company) Street / P.O. Box

New York

NY

10020

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lori Sher

General Counsel

Name

Title

703-236-8254

Area Code / Phone Number / Extension

571-227-7576

Area Code / FAX Number

lori.sher@etrade.com

E-mail Address

www.etrade.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?.....  0=No  1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....

2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

ETB Holdings, Inc.

Legal Title of Subsidiary Holding Company

671 N. Glebe Rd.

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Arlington

City

VA

State

22203

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical Location (if different from mailing address)

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State

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Zip Code

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City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

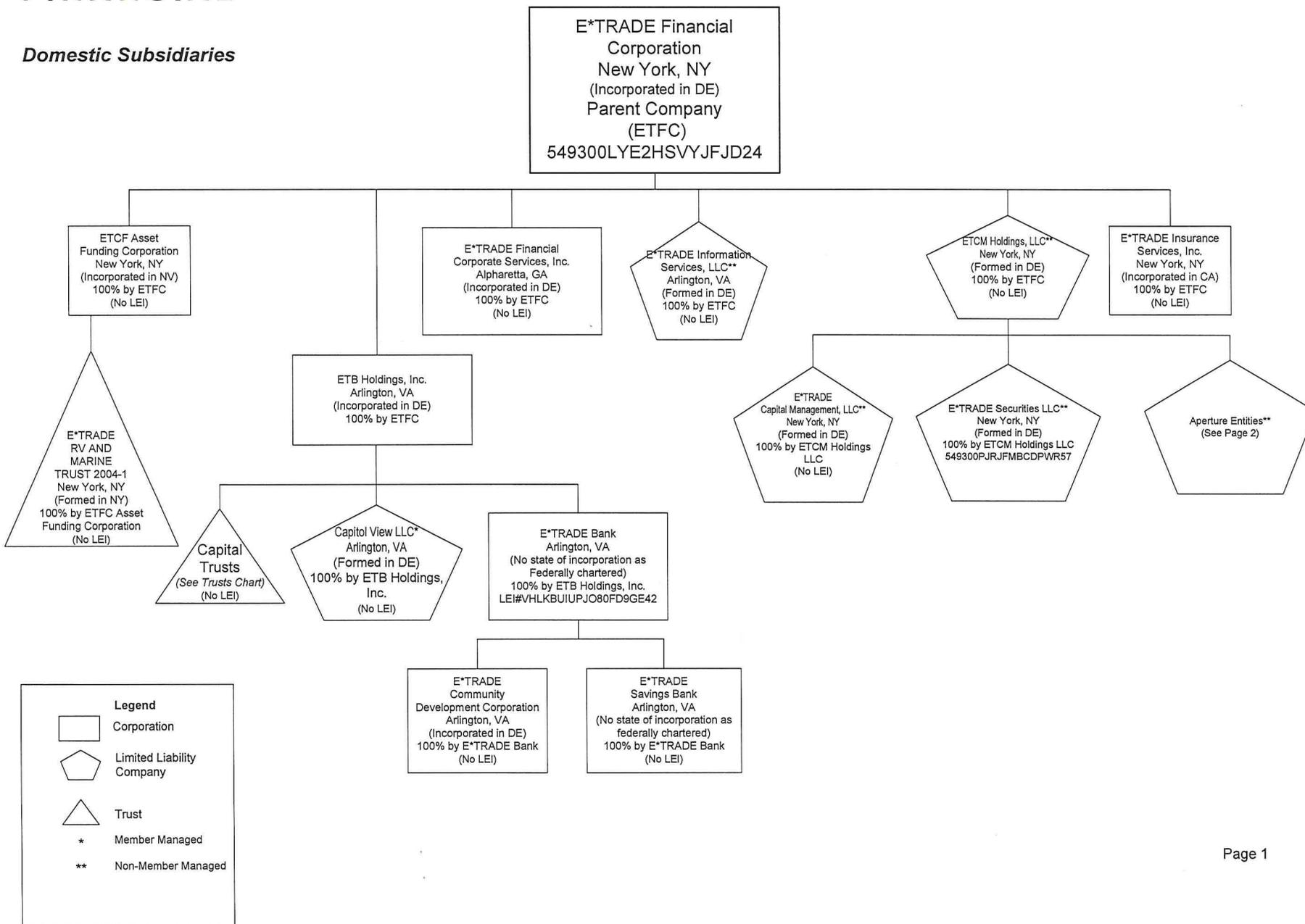
Zip Code

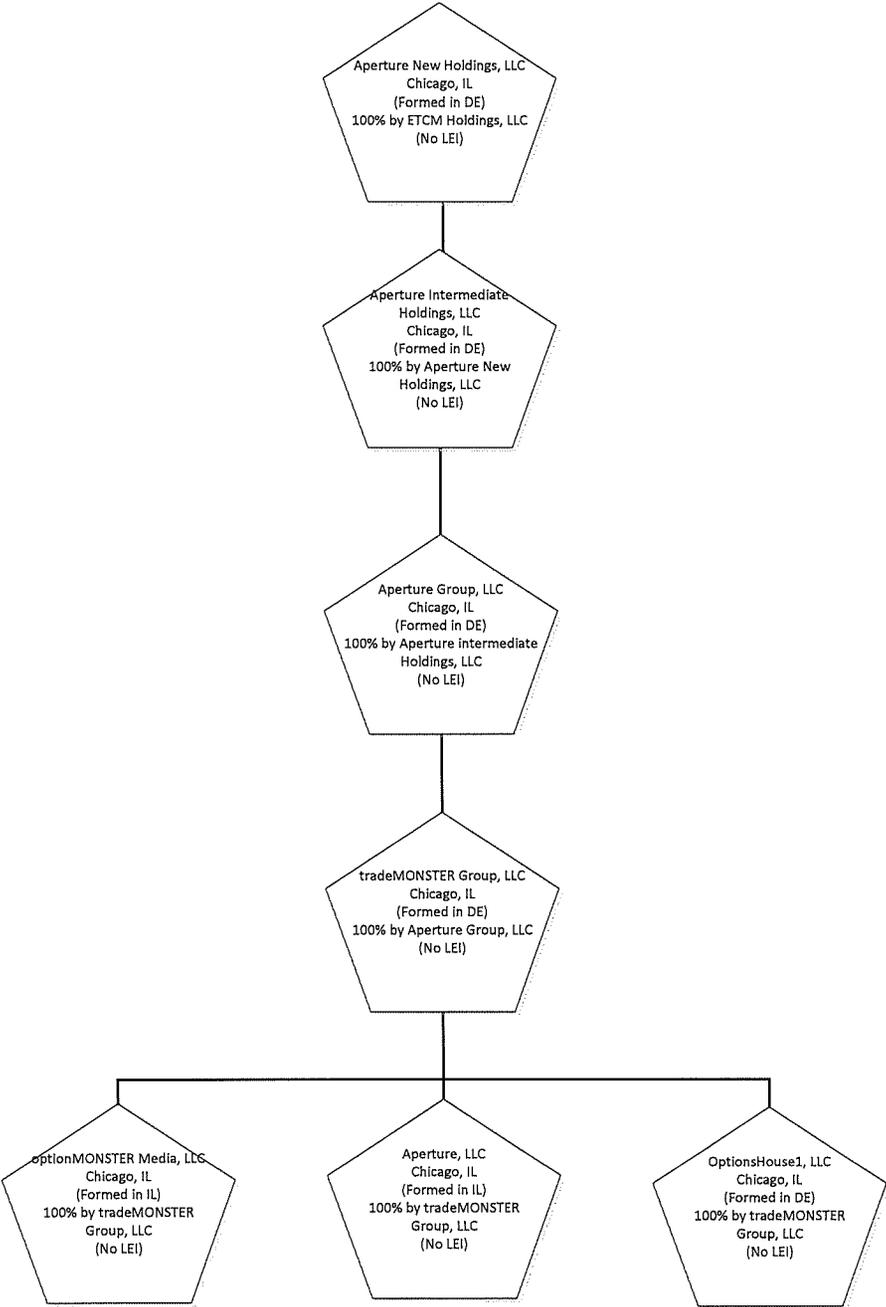
Physical Location (if different from mailing address)

**E\*TRADE Financial Corporation – Annual Report of Holding Companies (FR Y-6)**

1. Report Item 2a: Organizational Charts (Domestic, International and Capital Trusts)

**Domestic Subsidiaries**

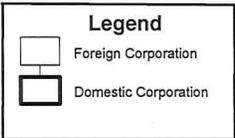
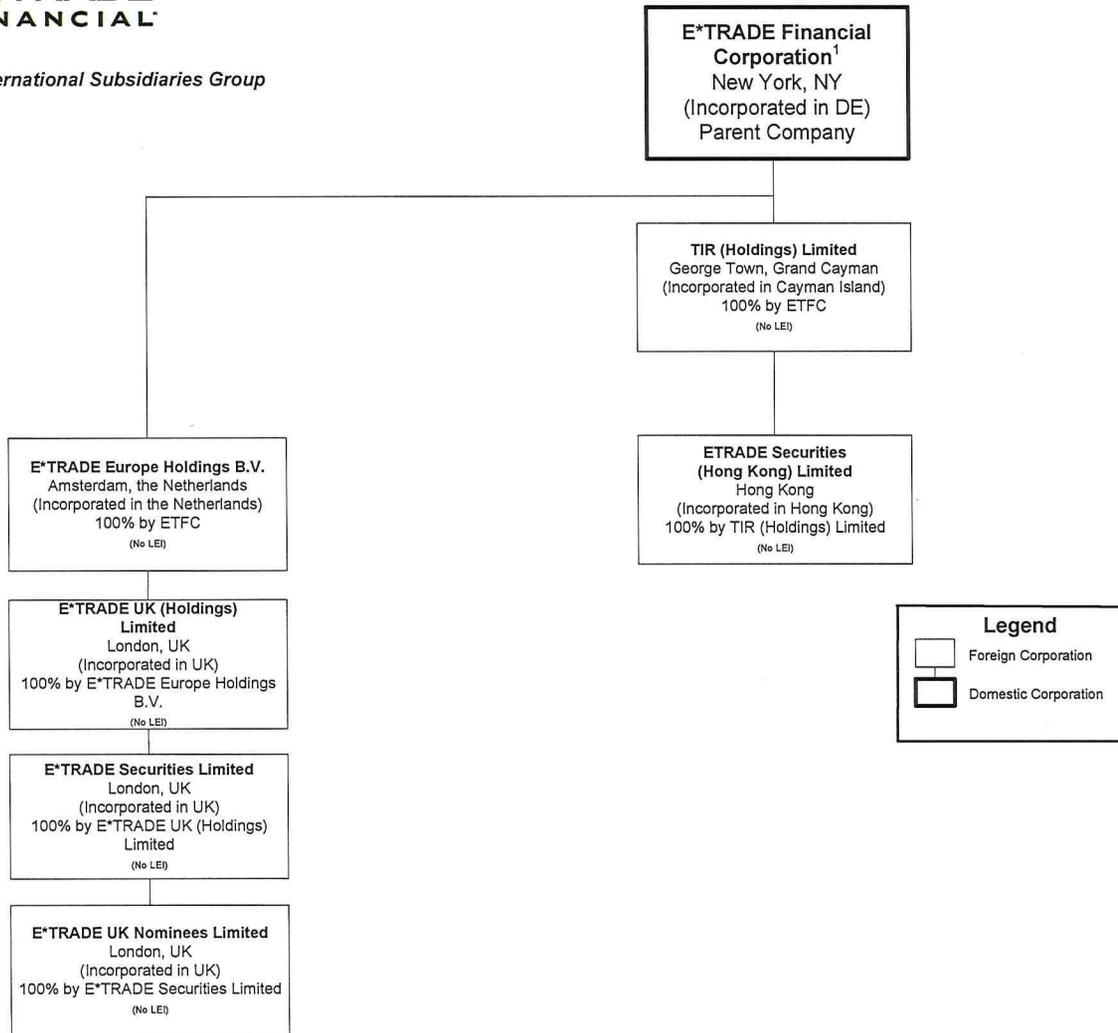






*International Subsidiaries Group*

Y-6 Report (as of December 31, 2016)

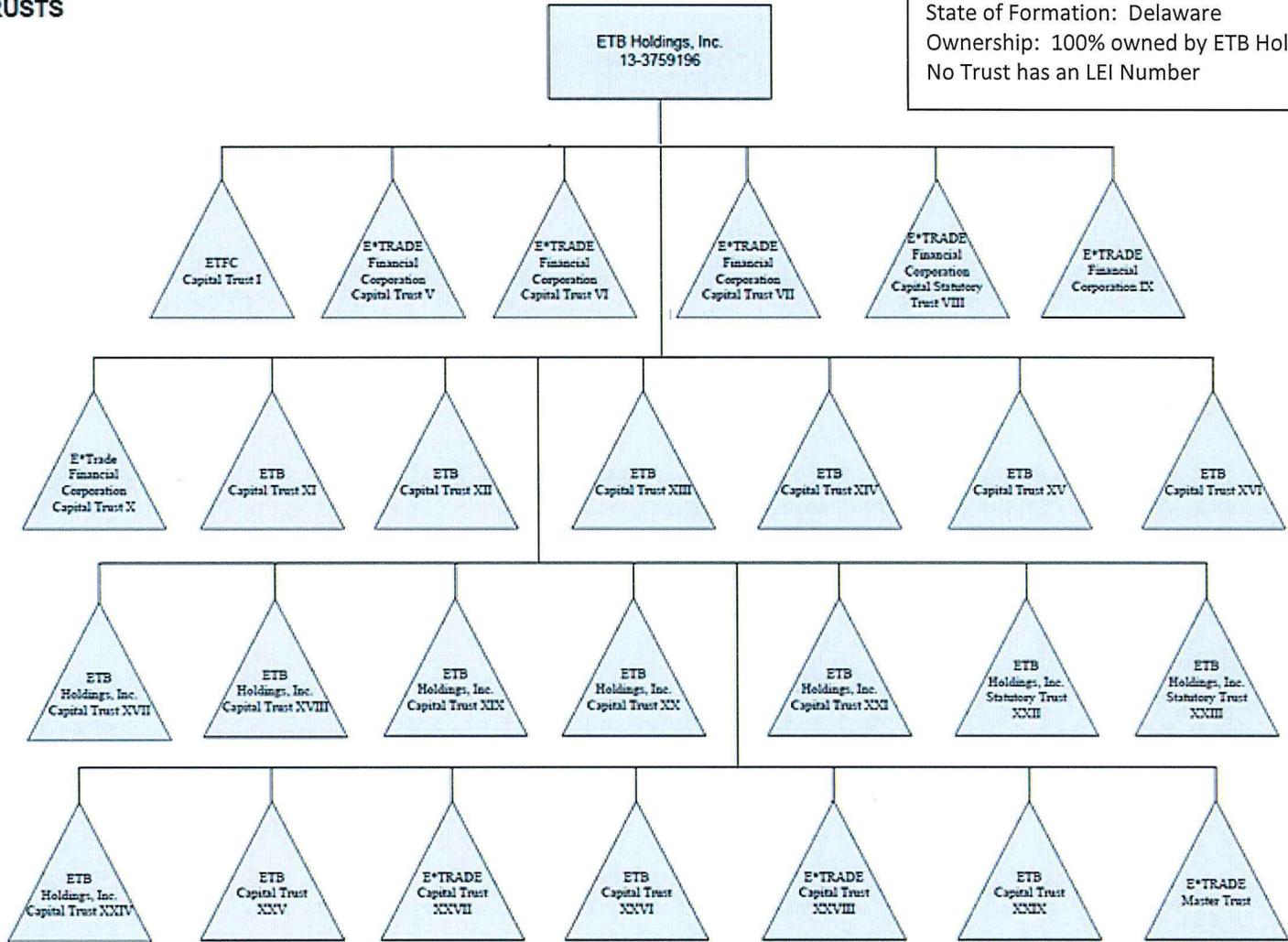


<sup>1</sup> E\*TRADE Financial Corporation ("ETFC")



TRUSTS

As of: December 31, 2016  
Note for each trust company:  
Location: Arlington, VA, USA  
State of Formation: Delaware  
Ownership: 100% owned by ETB Holdings, Inc.  
No Trust has an LEI Number



**E\*TRADE Financial Corporation – Annual Report of Holding Companies (FR Y-6)**

1. Report Item 2b: List of branches for depository institutions

Results: A list of branches for your holding company: E\*TRADE FINANCIAL CORPORATION (3412583) of NEW YORK, NY.  
 The data are as of 12/31/2016. Data reflects information that was received and processed through 12/31/2016.

**Reconciliation and Verification Steps**

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the Data Action column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**  
 To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	370271	E*TRADE BANK	671 NORTH GLEBE ROAD	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	43580	0	E*TRADE BANK	370271	
OK		Full Service (Head Office)	3441677	ETRADE SAVINGS BANK	671 NORTH GLEBE ROAD	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	440102	0	ETRADE SAVINGS BANK	3441677	

**E\*TRADE Financial Corporation – Annual Report of Holding Companies (FR Y-6)**

1. Report Item 3: Securities Holders
  - i. E\*TRADE Financial Corporation (top-tier holding company)
  - ii. ETB Holdings, Inc. (lower-tier holding company)

**FORM FR Y-6**  
**E\*TRADE Financial Corporation**  
**Fiscal Year Ending December 31, 2016**

**Report Item 3: Securities holders**  
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
T. Rowe Price Associates, Inc. Baltimore, MD USA	USA	13,887,061 – 5.0% <sup>1</sup> Common Stock	T. Rowe Price Associates, Inc. Baltimore, MD USA	USA	13,887,061 – 5.0% Common Stock
The Vanguard Group, Inc. Malvern, PA USA	USA	27,991,222 – 10.22% <sup>2</sup> Common Stock	The Vanguard Group, Inc. Malvern, PA USA	USA	27,991,222 – 10.22% Common Stock
BlackRock, Inc. New York, NY USA	USA	21,689,370 – 7.9% <sup>3</sup> Common Stock	BlackRock, Inc. New York, NY USA	USA	21,689,370 – 7.9% Common Stock

<sup>1</sup> Number of shares based upon Schedule 13G/A filed February 7, 2017.

<sup>2</sup> Number of shares based upon Schedule 13G/A filed February 9, 2017.

<sup>3</sup> Number of shares based upon Schedule 13G/A filed January 24, 2017.

**FORM FR Y-6**  
**ETB Holdings, Inc.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 3: Securities holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
E*TRADE Financial Corporation	USA	2,000 shares – 100% Common Stock	N/A	N/A	N/A

**E\*TRADE Financial Corporation – Annual Report of Holding Companies (FR Y-6)**

1. Report Item 4: Insiders
  - i. E\*TRADE Financial Corporation
  - ii. ETB Holdings, Inc.

**FORM FR Y-6**  
**E\*TRADE Financial Corporation**  
**Fiscal Year Ending December 31, 2016**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Richard J. Carbone Staten Island, NY USA	Retired Financial Services Executive	Director	Director, E*TRADE Bank	Director of Resolution Life Holdings and Lincoln Beneficial Life; Director of a non-profit organization	*	N/A	N/A
Michael J. Curcio Chicago, IL USA	N/A	Chief Brokerage Officer	Manager and Chief Executive Officer of Aperture, LLC; Manager and	N/A	*	N/A	N/A

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
			Chief Executive Officer of Aperture Group, LLC; Manager and Chief Executive Officer of Aperture New Holdings, LLC; Chief Executive Officer of E*TRADE Capital Management, LLC; Director of E*TRADE Financial Corporate Services, Inc.; President and Chief Executive				

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
			Officer of E*TRADE Securities LLC; Manager and Chief Executive Officer of OptionsHouse1, LLC; Manager and Chief Executive Officer of tradeMONSTER Group, LLC				
Michael E. Foley New York, NY USA	N/A	Chief Technology and Operations Officer	Director of E*TRADE Financial Corporate Services, Inc.; Manager of E*TRADE	N/A	*	N/A	N/A

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			Information Services, LLC; Director of E*TRADE Insurance Services, Inc.; Manager of E*TRADE Securities LLC; Director of ETCM Holdings, Inc.; Manager of Aperture Group, LLC; Manager of Aperture Intermediate Holdings, LLC; Manager of Aperture New Holdings, LLC;				

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			Manager of OptionsHouse1, LLC; Manager of tradeMONSTER Group, LLC				
James P. Healy Riverside, CT USA	Chief Executive Officer of Capra Ibex Advisors	Director	Director, E*TRADE Bank	Chief Executive Officer of Capra Ibex Advisor; Director of Student Sponsor Partners	*	N/A	N/A
Kevin T. Kabat Grand Haven, MI USA	Retired Banking Executive	Lead Independent Director	Director, E*TRADE Bank	Lead Director and Chairman elect of Unum Group; Director of NiSource Inc.	*	N/A	N/A
Frederick W. Kanner	Retired Corporate	Director	Director,	Director of	*	N/A	N/A

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
New York, NY USA	Lawyer		E*TRADE Bank	Financial Guaranty Insurance Company; Trustee of the Lawyers' Committee for Civil Rights Under Law			
James Lam Wellesley, MA USA	President, James Lam & Associates	Director	Director, E*TRADE Bank	President, James Lam & Associates	*	N/A	N/A
Rodger A. Lawson New York, NY USA	N/A	Director and Executive Chairman	Director, E*TRADE Bank	Director of UnitedHealth Group, Inc.	*	N/A	N/A
Shelley B. Leibowitz Stamford, CT USA	Retired Financial Technology Executive	Director	Director, E*TRADE Bank	President SL Advisory; Advisor to security intelligence	*	N/A	N/A

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				firm Endgame; Member of the Council on Foreign Relations			
Michael A. Pizzi Arlington, VA USA	N/A	Chief Financial Officer	Treasurer and Chief Financial Officer of Capitol View LLC; Director and Chief Financial Officer of ETB Holdings, Inc.; Director and Chief Financial Officer of ETCF Asset Funding Corporation; Chief Financial	N/A	*	N/A	N/A

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			Officer of E*TRADE Bank; Chief Financial Officer of E*TRADE Savings Bank; Manager and Chief Financial Officer of optionMONSTER Media, LLC				
Karl A. Roessner New York, NY USA	N/A	Director and Chief Executive Officer	Director, E*TRADE Bank; Director and President of E*TRADE Savings Bank; Director and President of ETB Holdings, Inc.	N/A	*	N/A	N/A

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Rebecca Saeger San Francisco, CA USA	Retired Marketing Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Joseph L. Sclafani Rockville Centre, NY USA	Retired Banking Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Brent Simonich Arlington, VA USA	N/A	Senior Vice President, Corporate Controller and Principal Accounting Officer	Manager and Chief Financial Officer of ETCM Holdings LLC; Chief Financial Officer of E*TRADE Capital Management, LLC; Manager and Chief Financial Officer, Vice President and FinOp Officer of	N/A	*	N/A	N/A

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			E*TRADE Securities LLC; Manager of Aperture, LLC; Manager of Aperture Group, LLC; Manager of Aperture Intermediate Holdings, LLC; Manager of OptionsHouse1, LLC; Manager of tradeMONSTER Group, LLC				
Gary H. Stern Minneapolis, MN USA	Retired Financial Services Regulator	Director	Director, E*TRADE Bank	Director of Standard and Poor's Ratings; Director of the FDIC Systemic	*	N/A	N/A

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				Resolution Advisory Committee; Director of Ambac Assurance Corporation; Director of The Depository Trust & Clearing Corporation; Director of National Council on Economic Education; Trustee of Hamline University			

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Donna L. Weaver Spokane, WA USA	Retired Corporate Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A

\* Less than 1%

**FORM FR Y-6**  
**ETB Holdings, Inc.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Karl A. Roessner New York, NY USA	N/A	Director and President	Director, E*TRADE Bank; Director and President of E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Paul Brandow New York, NY USA	N/A	Director	Director of E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Brian Conroy Arlington, VA USA	N/A	Treasurer	President and Chief Executive Officer of Capitol View LLC; Treasurer of E*TRADE Bank; Director and President of E*TRADE Community	N/A	N/A	N/A	N/A

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			Development Corporation; Director and Treasurer of E*TRADE Savings Bank				
Michael Pizzi Arlington, VA USA	N/A	Director and Chief Financial Officer	Treasurer and Chief Financial Officer of Capitol View LLC; Chief Financial Officer of E*TRADE Bank; Chief Financial Officer of E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Lori Sher, Arlington, VA USA	N/A	Secretary	Secretary of Capitol View LLC; Secretary of E*TRADE Bank; Secretary of E*TRADE Community Development	N/A	N/A	N/A	N/A

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			Corporation; Secretary of E*TRADE Savings Bank				