

Via Electronic Submission

June 5, 2019

Federal Reserve Bank of
Richmond
SRC, Structure Unit B Level
Attn: Phyllis Strum
701 East Byrd Street
Richmond, VA 23219

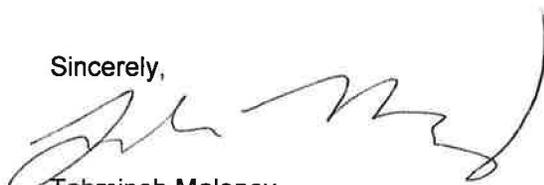
Dear Ms. Strum,

Contained within our revised submission please find E*TRADE Financial Corporation's Annual Report of Holding Companies (FR Y-6) and the following supporting documentation:

1. Item 2a: Organizational Charts (Domestic and International, Trusts)
2. Item 2b: List of branches for depository institutions
(updated as per your request)
3. Item 3: Securities Holders
 - a. E*TRADE Financial Corporation (top-tier holding company)
 - b. ETB Holdings, Inc. (lower-tier holding company)
4. Item 4: Insiders
 - a. E*TRADE Financial Corporation
 - b. ETB Holdings, Inc.

Please not hesitate to contact me at (703) 236-8559 should you have any question or need anything further.

Sincerely,



Tahmineh Maloney
Vice President and General Counsel, Bank

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.

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

December 31, 2018

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

11 Times Square, 32nd Floor

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

New York

NY

10036

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tahmineh Maloney

VP, General Counsel, Bank

Name

Title

703-236-8559

Area Code / Phone Number / Extension

571-227-0297

Area Code / FAX Number

tahmineh.maloney@etrade.com

E-mail Address

www.etrade.com

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

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 of Holding Company Director and Official

3/28/2019

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.

Is confidential treatment requested for any portion of this report submission?	0=No	1=Yes	0
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..... <input type="checkbox"/>			
2. a letter justifying this request has been provided separately ... <input type="checkbox"/>			
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 North Glebe Road

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

Arlington

VA

22203

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)

Legal Title of Subsidiary Holding Company

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

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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

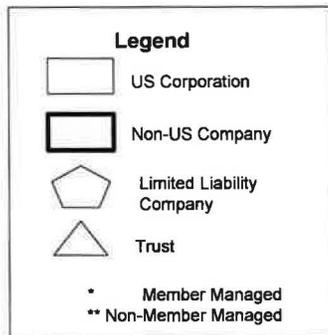
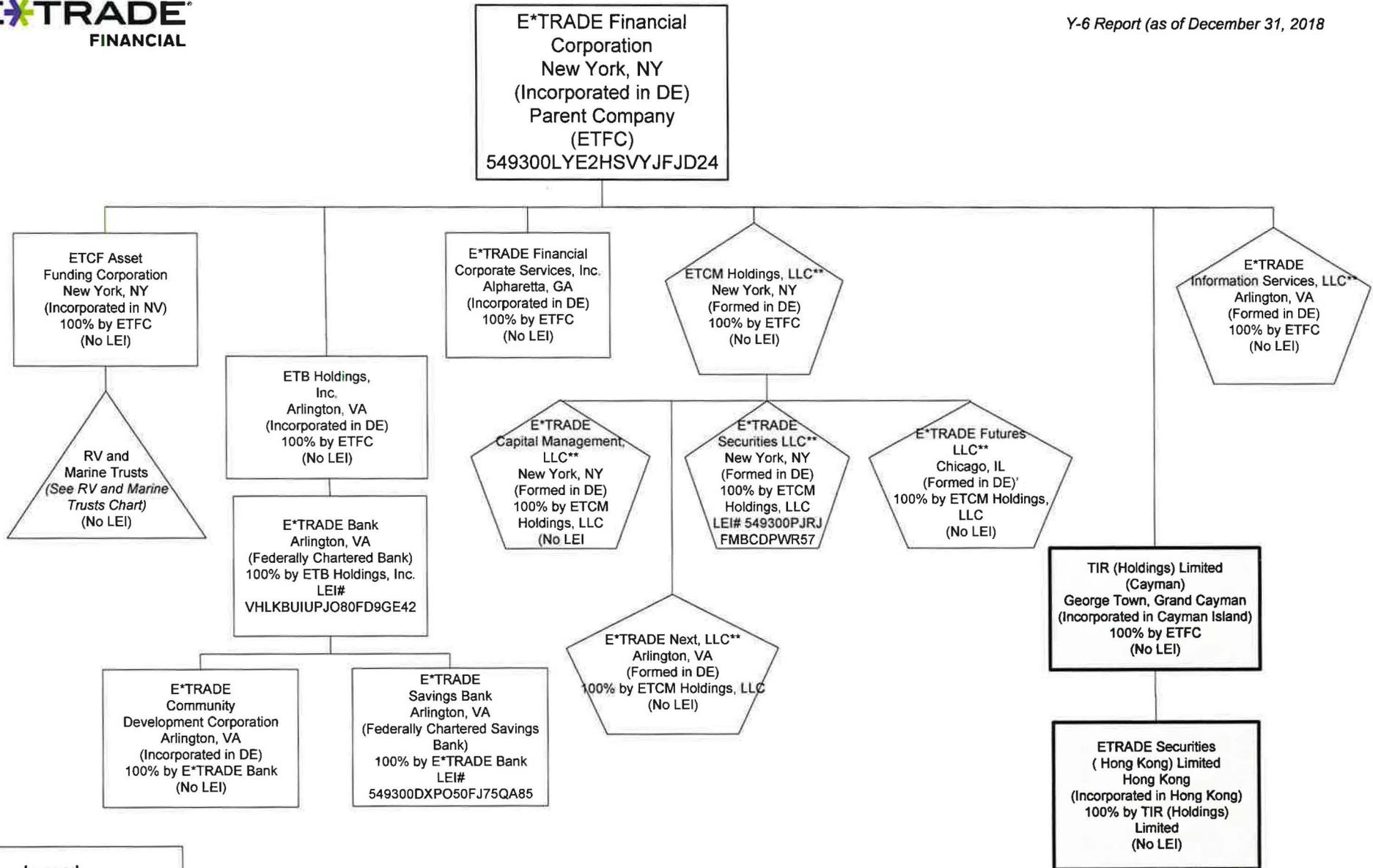
State

Zip Code

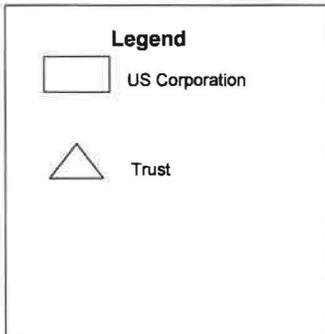
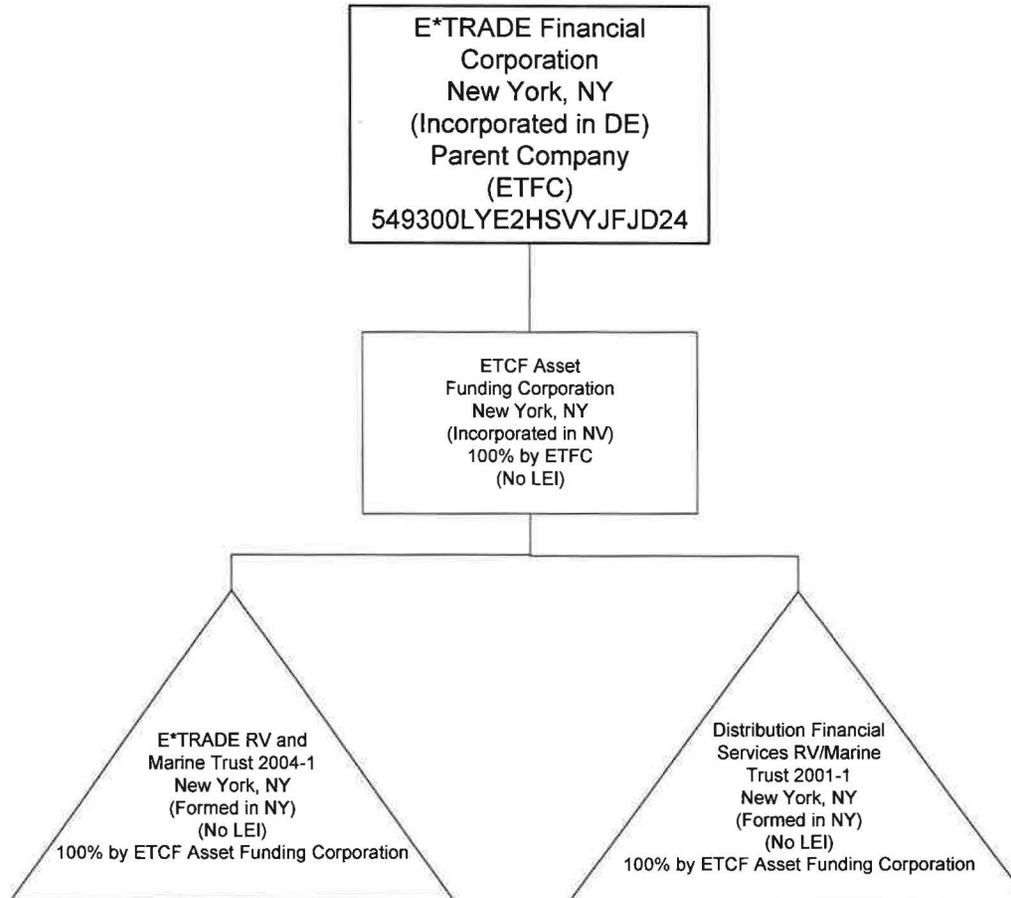
Physical Location (if different from mailing address)

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

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



RV and Marine Trusts



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 03/31/2019. Data reflects information that was received and processed through 04/03/2019.

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 RD, BALLSTON TOWER	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	Not Required	Not Required	E*TRADE BANK	370271	
OK		Full Service (Head Office)	3441677	ETRADE SAVINGS BANK	671 NORTH GLEBE ROAD	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	Not Required	Not Required	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, 2018

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 12-31-2018			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 12-31-2018		
(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
The Vanguard Group, Inc. Malvern, PA USA	USA	28,739,566 ¹ – 11.30% Common Stock	FMR, LLC Boston, MA USA	USA	13,563,495 ² – 5.061% Common Stock
BlackRock, Inc. New York, NY USA	USA	20,178,280 ³ – 7.9% Common Stock	N/A	N/A	N/A
PRIMECAP Management Company Pasadena, CA USA	USA	13,348,625 ⁴ – 5.25% Common Stock	N/A	N/A	N/A

¹ Number of shares based upon Schedule 13G/A filed February 11, 2019.

² Number of shares based upon Schedule 13G/A filed February 13, 2018. As of December 31, 2018, FMR, LLC held 12,254,504 shares or 4.820%

³ Number of shares based upon Schedule 13G/A filed February 4, 2019.

⁴ Number of shares based upon Schedule 13G/A filed February 8, 2019.

FORM FR Y-6
ETB Holdings, Inc.
Fiscal Year Ending December 31, 2018

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 12-31-2018			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 12-31-2018		
(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 New York, NY USA	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, 2018

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	Chairman of Talcott Resolutions; Director of Resolution Life Holdings and Lincoln Beneficial Life; Advisor to Hudson Structured Capital Management; Director of a non- profit organization	*	N/A	N/A
Michael J. Curcio Chicago, IL	N/A	EVP, Institutional &	Vice President, E*TRADE Capital	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)
USA		Vice Chairman of the Executive Committee	Management, LLC; Director, E*TRADE Financial Corporate Services, Inc.; Manager and President and Chief Executive Officer, E*TRADE Securities LLC				
James P. Healy Riverside, CT USA	Chief Executive Officer of Capra Ibex Advisors	Director	Director, E*TRADE Bank	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	Chairman of Unum Group and Vice Chairman of NiSource, Inc.	*	N/A	N/A
James Lam Wellesley, MA USA	President, James Lam & Associates	Director	Director, E*TRADE Bank	President, James Lam & Associates; Director, RiskLens	*	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)
Rodger A. Lawson New York, NY USA	N/A	Director and Executive Chairman	Director, E*TRADE Bank	N/A	*	N/A	N/A
Shelley B. Leibowitz Stamford, CT USA	President, SL Advisory	Director	Director, E*TRADE Bank	Director, AllianceBernstein L.P.; Director, Endgame; Member of the council on Foreign Relations	*	N/A	N/A
Michael A. Pizzi Arlington, VA USA	N/A	Chief Operating Officer	Chief Operating Officer, E*TRADE Bank; Director and Chief Operating Officer, ETB Holdings, Inc.; Director and Chief Financial Officer, ETCF Asset Funding Corporation;	N/A	*	N/A	N/A

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			Director and Chief Operating Officer, E*TRADE Savings Bank				
Karl A. Roessner New York, NY USA	N/A	Director and Chief Executive Officer	Director and President, E*TRADE Bank; Director, E*TRADE Savings Bank; Director and President, ETB Holdings, Inc.	N/A	*	N/A	N/A
Rebecca Saeger San Francisco, CA USA	Retired Marketing Executive	Director	Director, E*TRADE Bank	Director, Okta Inc.	*	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

(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)
Brent B. Simonich Arlington, VA USA	N/A	Principal Accounting Officer	Manager and Chief Financial Officer and Financial & Operations Principal, E*TRADE Futures LLC; Manager and Chief Financial Officer, ETCM Holdings LLC; Chief Financial Officer, E*TRADE Capital Management, LLC; Manager and Chief Financial Officer, Vice President and FinOp Officer of	Director, Junior Achievement of Greater Washington	*	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)
			E*TRADE Securities LLC; Manager and Chief Financial Officer and Financial & Operations Principal, E*TRADE Next, LLC				
Gary H. Stern Minneapolis, MN USA	Retired Financial Services Regulator	Director	Director, E*TRADE Bank	Director of Standard and Poor's Ratings; Director, FDIC Systemic Resolution Advisory Committee; Director, Ambac Assurance Corporation; Director, The Depository Trust &	*	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)
				Clearing Corporation; Director, National Council on Economic Education			
Chad Turner Arlington, VA USA	N/A	Chief Financial Officer	Chief Financial Officer, E*TRADE Bank; Chief Financial Officer, ETB Holdings, Inc.; Chief Financial Officer, E*TRADE Financial Corporate Services, Inc.; Manager and Chief Financial Officer, E*TRADE Information Services LLC; Chief	Director, Junior Achievement of Greater Washington	*	N/A	N/A

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			Financial Officer, E*TRADE Savings Bank				
Donna L. Weaver Spokane, WA USA	Retired Corporate Financial Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Joshua Weinreich New York, NY USA	Retired Financial Services Executive	Director	Director, E*TRADE Bank		*	N/A	N/A

* Less than 1%

FORM FR Y-6
ETB Holdings, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Paul W. Brandow New York, NY USA	N/A	Director	Chief Risk Officer, E*TRADE Bank; Director, E*TRADE Savings Bank;	N/A	N/A	N/A	N/A
Brian Conroy Arlington, VA USA	N/A	Treasurer	Treasurer, E*TRADE Bank; Director and Treasurer, E*TRADE Savings Bank; Director and President, E*TRADE Community	N/A	N/A	N/A	N/A

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			Development Corporation				
Michael A. Pizzi Arlington, VA USA	N/A	Director and Chief Operating Officer	Chief Operating Officer, E*TRADE Bank; Director and Chief Operating Officer, E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Karl A. Roessner New York, NY USA	N/A	Director and President	Director and President, E*TRADE Bank; Director, E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Lori S. Sher, Arlington, VA USA	N/A	Secretary	Secretary, E*TRADE Bank; Secretary, E*TRADE Savings Bank; Secretary, E*TRADE Community	N/A	N/A	N/A	N/A

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			Development Corporation				
Chad Turner	N/A	Chief Financial Officer	Chief Financial Officer, E*TRADE Bank; Chief Financial Officer, E*TRADE Savings Bank	Director, Junior Achievement of Greater Washington	N/A	N/A	N/A