

**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, 2019

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**

671 N. Glebe Road

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

Arlington

Virginia

22203

City

State

Zip Code

**Physical Location** (if different from mailing address)

**Person to whom questions about this report should be directed:**

Tahmineh Maloney

General Counsel

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, Michael A. Pizzi

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

3/11/20

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

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 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

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

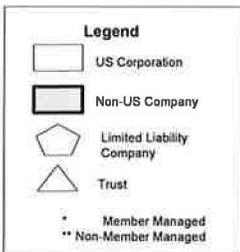
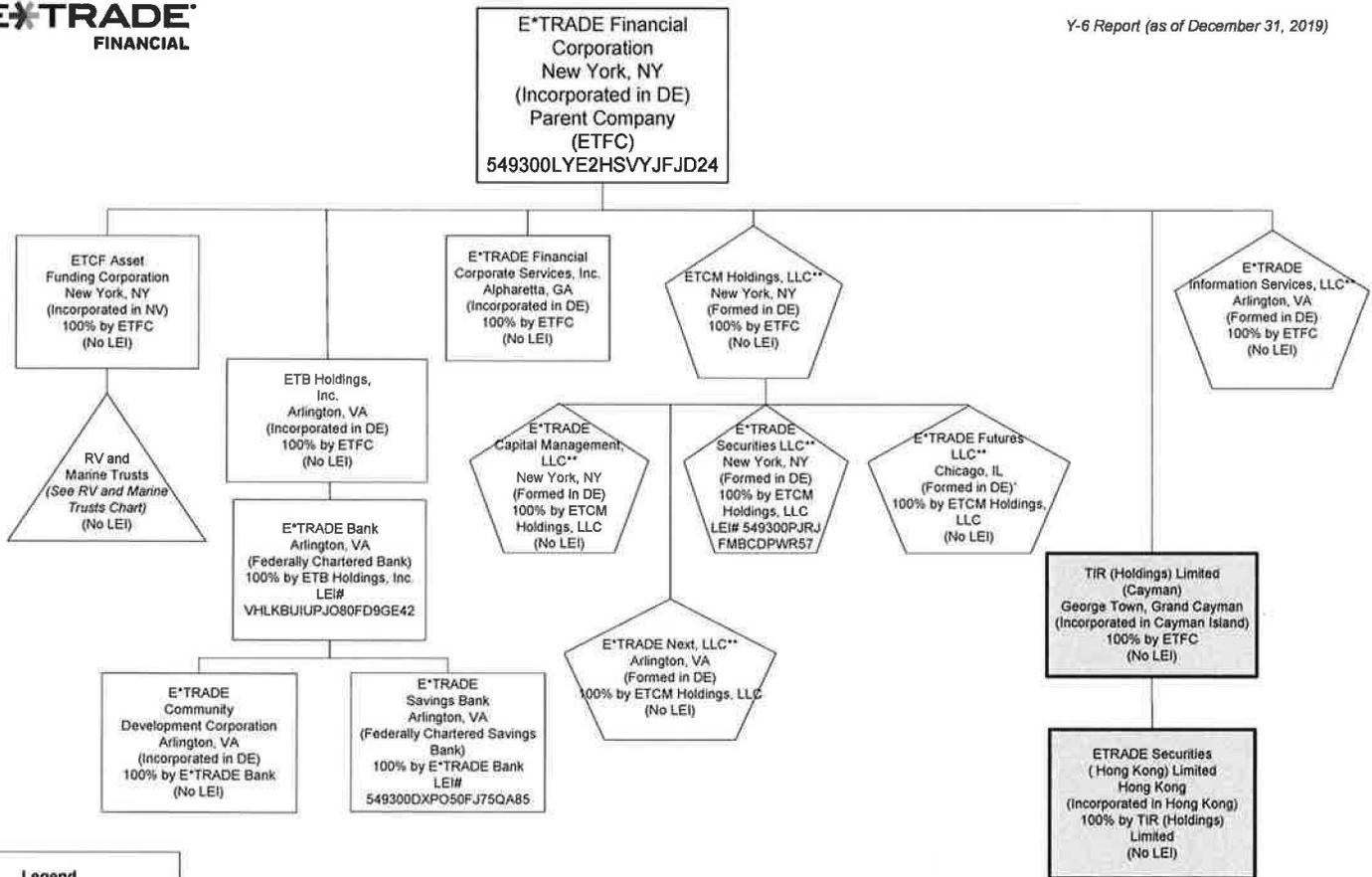
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

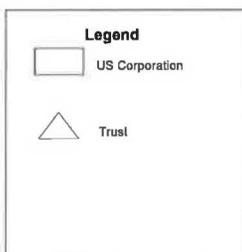
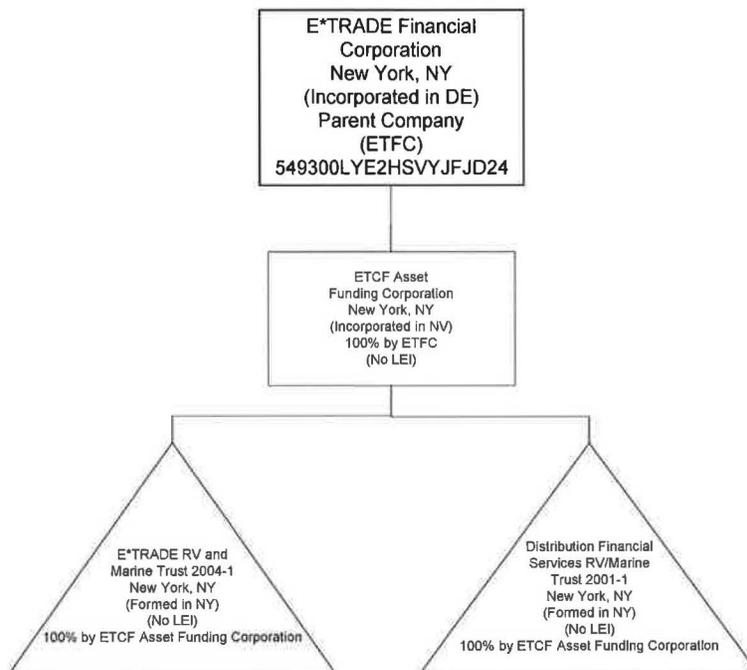
City State Zip Code

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)





**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 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

**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, 2019**

**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 12-31-2019			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 12-31-2019		
(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 Malvern, PA USA	USA	25,345,050 – 11.21% <sup>1</sup> Common Stock	N/A	N/A	N/A
BlackRock, Inc. New York, NY USA	USA	19,269,066 <sup>2</sup> – 8.5% Common Stock	N/A	N/A	N/A
PRIMECAP Management Company Pasadena, CA USA	USA	14,311,265 <sup>3</sup> – 6.33% Common Stock	N/A	N/A	N/A
T Rowe Price Associates Inc. Baltimore, MD USA	USA	13,461,411 <sup>4</sup> – 5.9% Common Stock	N/A	N/A	N/A

<sup>1</sup> Number of shares based upon Schedule 13G/A filed February 12, 2020, and no one individual person owns over 10% sole voting rights.

<sup>2</sup> Number of shares based upon Schedule 13G/A filed February 5, 2020.

<sup>3</sup> Number of shares based upon Schedule 13G/A filed February 12, 2020.

<sup>4</sup> Number of shares based upon Schedule 13G/A filed February 14, 2020.

**FORM FR Y-6**  
**ETB Holdings, Inc.**  
**Fiscal Year Ending December 31, 2019**

**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 12-31-2019			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 12-31-2019		
(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 Arlington, VA 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, 2019**

**Report Item 4: Insiders**

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

<b>(1) Name, City, State, Country</b>	<b>(2) Principal Occupation if other than with Holding Company</b>	<b>(3)(a) Title &amp; Position with Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
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 Cornell Capital LLC; Member, Board of Advisors of Hudson Structured Capital Management; Director of a non- profit organization	*	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)
Robert J. Chersi Ridgewood, NJ USA	Financial Services Executive	Director	Director, E*TRADE Bank	Director, BrightSphere Investment Group; Board of Trustees, The Thrivent Family of Mutual Funds; Advisor, Pace University Lubin School of Business; Executive Director, Pace University Center for Global Governance Reporting and Regulation; Founder, Chersi Services LLC; HEIR Member, Rutgers University; Member, NACD; Member, Investment Company Institute's	*	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)
				Independent Directors Council's Governance Council;			
Michael J. Curcio Chicago, IL USA	N/A	EVP, Institutional & Vice Chairman of the Executive Committee	Vice President, E*TRADE Capital Management, LLC; Director, E*TRADE Financial Corporate Services, Inc.; Manager and President and Chief Executive Officer, E*TRADE Securities LLC	N/A	*	N/A	N/A
Jaime W. Ellertson Sudbury, MA USA	Executive Chairman of Everbridge, Inc.	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
James P. Healy Riverside, CT USA	Chief Executive Officer of Capra ibex Advisors	Director	Director, E*TRADE Bank	Director, Student Sponsor Partners	*	N/A	N/A

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Kevin T. Kabat Grand Haven, MI USA	Retired Banking Executive	Lead Independent Director	Director, E*TRADE Bank	Chairman, Unum Group; Vice Chairman, NiSource, Inc.	*	N/A	N/A
James Lam Wellesley, MA USA	President, James Lam & Associates	Director	Director, E*TRADE Bank	Director, RiskLens	*	N/A	N/A
Rodger A. Lawson New York, NY USA	Retired Financial Services Executive	Director and Chairman	Director and Chairman, E*TRADE Bank	N/A	*	N/A	N/A
Shelley B. Leibowitz Stamford, CT USA	President, SL Advisory	Director	Director, E*TRADE Bank	Director, Massachusetts Mutual Life Insurance Company; Visiting Committee Member, Center for Development Economics; Member, Council on Foreign Relations, Member, NACD	*	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)
Alice Milligan Jersey City, NJ USA	N/A	Chief Customer Officer	N/A	N/A	*	N/A	N/A
Matthew Minetola Alpharetta, GA USA	N/A	Chief Information Officer	N/A	N/A	*	N/A	N/A
Michael Murphy Jersey City, NJ USA	N/A	N/A	Manager of E*TRADE Futures LLC; Manager and Chief Executive Officer of E*TRADE Capital Management, LLC; Director of E*TRADE Financial Corporate Services, Inc.;; Director of E*TRADE Securities LLC	N/A	*	N/A	N/A

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Michael A. Pizzi Arlington, VA USA	N/A	Director and Chief Executive Officer	Director and President, E*TRADE Bank; Director and President, ETB Holdings, Inc.; Director and Chief Financial Officer, ETCF Asset Funding Corporation; Director, E*TRADE Savings Bank	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
Lori Sher Arlington, VA USA	N/A	General Counsel & Corporate Secretary	Secretary, E*TRADE Bank; Secretary, ETB Holdings, Inc.; Secretary, E*TRADE Financial	Member, Lawyers Have Heart	*	N/A	N/A

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			Corporate Services, Inc.; Secretary, E*TRADE Futures LLC; Secretary, ETCF Asset Funding Corporation; Secretary, ETCM Holdings, LLC; Assistant Secretary, E*TRADE Capital Management, LLC; Secretary, E*TRADE Community Development Corporation; Secretary, E*TRADE Information				

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			Services LLC; Secretary, E*TRADE Savings Bank; Secretary, E*TRADE Securities LLC				
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	Director, Junior Achievement of Greater Washington	*	N/A	N/A

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			Chief Financial Officer, Vice President and FinOp Officer of E*TRADE Securities LLC; Manager and Chief Financial Officer and Financial & Operations Principal, E*TRADE Next, LLC				
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	N/A	*	N/A	N/A

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			Services, Inc.; Manager and Chief Financial Officer, E*TRADE Information Services LLC; Chief 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	Chairman, Leeds West Investment Group; Chairman, Community FoodBank of New Jersey; Trustee and Chief Investment Officer, Overlook Foundation; Member, Summit,	*	N/A	N/A

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				New Jersey Board of Education			

\* Less than 1%

**FORM FR Y-6**  
**ETB Holdings, Inc.**  
**Fiscal Year Ending December 31, 2019**

**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 Development Corporation	N/A	N/A	N/A	N/A

<b>(1) Name, City, State, Country</b>	<b>(2) Principal Occupation if other than with Holding Company</b>	<b>(3)(a) Title &amp; Position with Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
Michael A. Pizzi Arlington, VA 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 Development Corporation	Member, Lawyers Have Heart	N/A	N/A	N/A
Chad Turner	N/A	Director and Chief Financial Officer	Chief Financial Officer, E*TRADE Bank; Chief Financial Officer, E*TRADE Savings Bank	N/A	N/A	N/A	N/A