

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of report: December 14, 2018
(Date of earliest event reported)

E*TRADE Financial Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

1-11921
(Commission File Number)

94-2844166
(I.R.S. Employer
Identification Number)

11 Times Square, New York, New York 10036
(Address of Principal Executive Offices and Zip Code)

(646) 521-4300
(Registrant's Telephone Number, including Area Code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Mr. Gary H. Stem notified E*TRADE Financial Corporation (the “Company”) of his resignation from the Company’s Board of Directors (the “Board”) on December 14, 2018, effective on December 31, 2018.

Pursuant to the Board’s ongoing director succession planning process, on December 18, 2018, the Board elected Mr. Robert Chersi to the Board and its Audit and Risk Oversight Committees, effective January 1, 2019 (the “Effective Date”). Mr. Chersi will stand for re-election at the 2019 Annual Stockholders Meeting. Mr. Chersi has also been elected to the E*TRADE Bank Board of Directors effective as of the Effective Date.

Consistent with the Company’s non-employee director compensation policy, as of the Effective Date, the Board approved the payment of a pro-rata annual retainer to Mr. Chersi in the amount of \$42,667 in cash, to be paid on a quarterly basis, and a grant of restricted stock with a fair market value on the Effective Date equal to \$46,222, which will vest one year from the Effective Date.

There are no arrangements or understandings between Mr. Chersi and any other persons pursuant to which he was selected as a director. Additionally, he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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.

Dated: December 20, 2018

E*TRADE FINANCIAL CORPORATION

By: /s/ Lori S. Sher

Name: Lori S. Sher

Title: Corporate Secretary