



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 16, 2014

Via E-mail

Mr. Matthew J. Audette  
Executive Vice President and Chief Financial Officer  
E\*Trade Financial Corporation  
1271 Avenue of the Americas, 14<sup>th</sup> Floor  
New York, NY 10020

**Re: E\*Trade Financial Corporation  
Form 10-K for the Fiscal Year Ended December 31, 2012  
Filed February 26, 2013  
File No. 001-11921**

Dear Mr. Audette:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Angela Connell for

Stephanie Ciboroski  
Senior Assistant Chief Accountant