

Edgar Filing: SOFTBANK AMERICA INC - Form SC 13D/A

SOFTBANK AMERICA INC
Form SC 13D/A
September 18, 2001

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

E*Trade Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

269246-10-4

(CUSIP Number)

RONALD FISHER
SOFTBANK HOLDINGS INC.
1188 CENTRE STREET
NEWTON CENTER, MA 02459
(617) 928-9300

STEPHEN A. GRANT, ESQ.
SULLIVAN & CROMWELL
125 BROAD STREET
NEW YORK, NY 10004
(212) 558-4000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

August 20, 2001

(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on following pages)
Page 1 of 8 Pages

Edgar Filing: SOFTBANK AMERICA INC - Form SC 13D/A

CUSIP NO. 269246-10-4

13D

PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK America Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
53,401,688

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
53,401,688

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
53,401,688

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.7%

14 TYPE OF REPORTING PERSON
HC, CO

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CUSIP NO. 269246-10-4

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PAGE 3 OF 8 PAGES

1 NAME OF REPORTING PERSONS
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Delaware

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER
SHARES
BENEFICIALLY 53,401,688
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
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PERSON WITH

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HC, CO

Edgar Filing: SOFTBANK AMERICA INC - Form SC 13D/A

CUSIP NO. 269246-10-4

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PAGE 4 OF 8 PAGES

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

SOFTBANK Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
53,401,688

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HC, CO

Edgar Filing: SOFTBANK AMERICA INC - Form SC 13D/A

CUSIP NO. 269246-10-4

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PAGE 5 OF 8 PAGES

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Masayoshi Son

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 53,401,688
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10 SHARED DISPOSITIVE POWER

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15.7%

14 TYPE OF REPORTING PERSON

IN

SOFTBANK America Inc., a Delaware corporation ("SB America"), SOFTBANK

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Holdings Inc., a Delaware corporation ("SBH"), SOFTBANK Corp., a Japanese corporation ("SOFTBANK"), and Mr. Masayoshi Son, a Japanese citizen ("Mr. Son" and, together with SB America, SBH and SOFTBANK, the "Reporting Persons"), hereby amend and supplement the statement on Schedule 13D previously filed by them, as heretofore amended and supplemented, with respect to the Common Stock, par value \$0.01 per share (the "Common Stock"), of E*Trade Group, Inc., a Delaware corporation (the "Issuer"), beneficially owned by them. Except as amended and supplemented hereby, the statement on Schedule 13D, as heretofore amended and supplemented, remains in full force and effect.

Item 1. Security and Issuer

This statement on and amendment of Schedule 13D (this "Statement") relates to the Common Stock, par value \$0.01 per shares (the "Common Stock"), of E*Trade Group, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 4500 Bohannon Drive, Menlo Park, CA 94025.

Item 5. Interest in Securities of the Issuer.

The percentage of the Issuer's outstanding Common Stock reported herein as beneficially owned by the Reporting Persons is based upon 339,117,637 shares of Common Stock (the "Outstanding Shares") reported by the Issuer as outstanding at August 6, 2001 in the Issuer's Form 10-Q for the quarter ended June 30, 2001.

SB America is a wholly-owned subsidiary of SBH, which in turn is a wholly-owned subsidiary of SOFTBANK. Mr. Son is the President and Chief Executive Officer of SOFTBANK and owns, as of March 31, 2001, an approximately 37.16% interest in SOFTBANK. Accordingly, securities owned by SB America may be regarded as being beneficially owned by SBH; securities owned by SBH may be regarded as being beneficially owned by SOFTBANK; and securities owned by SOFTBANK may be regarded as being beneficially owned by Mr. Son.

On August 17, 2001, SB America sold 7,190,000 shares of Common Stock at \$5.45 per share to the Issuer and 2,000,000 shares of Common Stock at \$5.45 per share to Christos M. Cotsakos, Chief Executive Officer of the Issuer. As of the date of the filing of this statement, the Reporting Persons beneficially own 53,401,688 shares of Common Stock of the Issuer representing approximately 15.7% of the Outstanding Shares.

Item 7. Material to be filed as Exhibits.

1. Agreement of Joint Filing, dated as of January 11, 1999, among SB America, SBH, SOFTBANK, Mr. Son and SOFTBANK Ventures, Inc. (Filed as Exhibit 1 to Amendment No. 1 to the Statement on Schedule 13D filed on January 11, 1999 by the Reporting Persons with respect to the Common Stock of the Issuer and incorporated herein by reference.)

Page 6 of 8 Pages

4. Power of Attorney by SOFTBANK and Mr. Son. (Filed with Statement on Schedule 13G filed on February 17, 1998 by SOFTBANK, Mr. Son and SOFTBANK Ventures, Inc. with respect to the Common Stock of Concentric Network Corporation and incorporated herein by reference.)

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Page 7 of 8

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 17, 2001

SOFTBANK AMERICA INC.

By: /s/ Stephen A. Grant

Secretary

SOFTBANK HOLDINGS INC.

By: /s/ Stephen A. Grant

Secretary

SOFTBANK CORP.

By: /s/ Stephen A. Grant

Attorney-in-fact

MASAYOSHI SON

By: /s/ Stephen A. Grant

Attorney-in-fact

Page 8 of 8 Pages