

TD AMERITRADE HOLDING CORP

Form 8-K/A

November 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

Current Report

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 30, 2015

TD Ameritrade Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-35509

(Commission
File Number)

82-0543156

(I.R.S. Employer
Identification No.)

200 South 108th Avenue

Omaha, Nebraska

(Address of principal executive offices)

68154

(Zip Code)

Registrant's telephone number, including area code: (402) 331-7856

(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))

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A ("Form 8-K/A") is an amendment to the Current Report on Form 8-K filed November 5, 2015 ("Original Form 8-K"). The purpose of this Form 8-K/A is to amend the effective date of Mr. Cohen's resignation. This Form 8-K/A amends and restates in its entirety Item 5.02 of the Original Form 8-K. No other changes were made to the Original Form 8-K.

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

Marshall A. Cohen, a designee of The Toronto-Dominion Bank under TD Ameritrade Holding Corporation's stockholders agreement, dated as of June 22, 2005, as amended, is retiring from TD Ameritrade's board of directors, effective November 20, 2015. Under the terms of TD Ameritrade's stockholders agreement, Mr. Cohen's replacement will be designated by a majority of the remaining directors nominated by The Toronto-Dominion Bank.

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 thereunto duly authorized.

Dated: November 27, 2015

TD AMERITRADE HOLDING CORPORATION

By: /s/ STEPHEN J. BOYLE

Stephen J. Boyle

Executive Vice President, Chief Financial Officer