

AMERITRADE HOLDING CORP

Form SC TO-C

September 20, 2005

As filed with the Securities and Exchange Commission on September 19, 2005

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) of the Securities Exchange Act of 1934  
AMERITRADE HOLDING CORPORATION  
(Name of Subject Company (issuer))  
THE TORONTO-DOMINION BANK  
(Name of Filing Person (offeror))  
Common Stock, par value \$0.01 per share  
(Title of Class of Securities)  
03074K100  
(CUSIP Number of Class of Securities)**

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Toronto, Ontario, M5K 1A2**

**with a copy to:**

**Lee Meyerson, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)**

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Presentation Slides relating to the investor conference call held on June 22, 2005, as revised September 16, 2005.