

TD AMERITRADE HOLDING CORP

Form 8-K

February 10, 2006

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 (Date of earliest event reported): January 25, 2006

TD Ameritrade Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-49992
(Commission
File Number)

82-0543156
(I.R.S. Employer
Identification No.)

4211 South 102nd Street
Omaha, Nebraska
(Address of principal executive
offices)

68127
(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 (see General Instruction A.2.):

- 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))
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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

In a notice dated February 10, 2006, TD Ameritrade Holding Corporation ("TD Ameritrade") notified its directors and executive officers that, in connection with the anticipated tender offer required to be made by The Toronto-Dominion Bank pursuant to a stockholders agreement, dated June 22, 2005, among TD Ameritrade, The Toronto-Dominion Bank and certain other parties, a blackout period with respect to the Ameritrade Holding Corporation Associates 401(k) Profit Sharing Plan (the "Plan") will be in effect in the event 50% or more of the participants in the Plan who hold shares of TD Ameritrade common stock in their Plan accounts accept the tender offer. In the event of a blackout, TD Ameritrade anticipates the blackout will begin following acceptance of the tendered shares and end approximately five to seven business days thereafter.

A copy of the notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Notice to Directors and Executive Officers regarding Plan Blackout Period

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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: February 10, 2006

TD AMERITRADE HOLDING
CORPORATION

By: /s/ John R. MacDonald

John R. MacDonald
Executive Vice President,
Chief Financial Officer and
Chief
Administrative Officer

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