

TD AMERITRADE HOLDING CORP

Form 8-K

November 09, 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): November 3, 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 102<sup>nd</sup> 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))
-

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

On November 3, 2006, Michael D. Fleisher and Glenn H. Hutchins each resigned as a director of TD AMERITRADE Holding Corporation. On November 3, 2006, Mark L. Mitchell, Allan R. Tessler and William H. Hatanaka were elected to the board of directors of TD AMERITRADE.

Mr. Mitchell takes the place of Mr. Fleisher and will serve as a member of the outside independent directors committee, the HR & compensation committee and the non-TD directors committee. Mr. Tessler takes the place of Mr. Hutchins and will serve as a member of the outside independent directors committee, corporate governance committee and non-TD directors committee. Mr. Hatanaka takes the place of Mr. Marinangeli as a one of the representatives of The Toronto-Dominion Bank on the TD AMERITRADE board of directors under the terms of the stockholders agreement among the TD AMERITRADE, The Toronto-Dominion Bank and the Ricketts shareholders. Robert Slezak has taken the place of Mr. Fleisher on the audit committee, and he is a member of the non-TD directors committee.

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.

TD AMERITRADE HOLDING CORPORATION

Date: November 9, 2006

By: /s/ William J. Gerber  
Name: William J. Gerber  
Title: Chief Financial Officer