

AMERITRADE HOLDING CORP

Form DEFA14A

December 30, 2005

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**AMERITRADE HOLDING CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:  
Common Stock

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

Filed by Ameritrade Holding Corporation  
Pursuant to Rule 14a-6(b) under the  
Securities Exchange Act of 1934  
Subject Company: Ameritrade Holding Corporation  
Commission File No.: 000-49992

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On December 23, 2005, Ameritrade Holding Corporation, a Delaware corporation ( Ameritrade ), entered into Amendment No. 2 to the Agreement of Sale and Purchase (the Amendment ) with The Toronto-Dominion Bank ( TD ). The Amendment amends the Agreement of Sale and Purchase (the Purchase Agreement ) between Ameritrade and TD, dated June 22, 2005, as amended on October 28, 2005, pursuant to which, among other things, Ameritrade agreed to purchase from TD (the Share Purchase ) all of the capital stock of TD Waterhouse Group, Inc., a Delaware corporation and wholly owned subsidiary of TD ( TD Waterhouse ), in exchange for 196,300,000 shares of common stock, par value \$0.01 per share, of Ameritrade (the Stock Consideration ) and \$20,000 in cash.

Pursuant to the Amendment, the TD Waterhouse Canadian Call Center Inc. ( Canadian Call Center ) will be a Business Subsidiary under the Purchase Agreement and will therefore be purchased by Ameritrade as part of its acquisition of TD Waterhouse. Canadian Call Center is a branch office of TD Waterhouse Investor Services, Inc. Ameritrade has entered into a services agreement with TD and TD Waterhouse Investor Services, Inc. under which Canadian Call Center will be provided call center services from Canada by TD. Canadian Call Center has no significant assets or liabilities, other than those pursuant to the services agreement and its registration as a branch office of a New York Stock Exchange member firm.

A copy of Amendment No. 2 is filed as Exhibit 2.3 to Ameritrade s Current Form 8-K filed December 29, 2005.

**Additional Information and Where to Find It**

In connection with the proposed transaction, Ameritrade filed a definitive proxy statement concerning the transaction with the Securities and Exchange Commission ( SEC ) with a filing date of December 5, 2005. SECURITY HOLDERS OF AMERITRADE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders can obtain free copies of the definitive proxy statement and other documents when they become available by contacting Investor Relations at [www.amtd.com](http://www.amtd.com), or by mail at Ameritrade Investor Relations, 4211 S. 102 Street, Omaha, NE 68127, or by Telephone: 800-237-8692. In addition, documents filed with the SEC by Ameritrade are available free of charge at the SEC s web site at [www.sec.gov](http://www.sec.gov).