

ARROW STOCK HOLDING CORP

Form S-8

September 13, 2002

As filed with the Securities and Exchange Commission on September 12, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERITRADE HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

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

4211 South 102nd Street
Omaha, Nebraska 68127
(Address of principal executive offices) (zip code)

Datek 1998 Stock Option Plan
(Full title of the plan)

Ellen L.S. Koplow, Esq.
Ameritrade Holding Corporation
134 National Business Parkway
Fourth Floor
Annapolis Junction, Maryland 20701
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (240) 568-3503

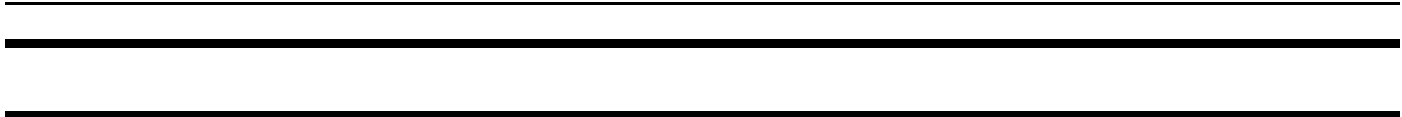
copy to

Carol S. Rivers, Esq.
Mayer, Brown, Rowe & Maw
190 S. LaSalle Street
Chicago, Illinois 60603

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|---|------------------------------------|---|---|---------------------------------------|
| Common Stock, \$.01 par value | 26,627,114 | \$3.30 | \$87,869,476.20 | \$8,084 |

- (1) Estimated solely for the purpose of computing the registration fee, pursuant to Rule 457(c) under the Securities Act of 1933 on the basis of the average of the high and low sale prices of the Common Stock on the Nasdaq National Market on September 9, 2002.



Pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8, File No. 333-99351 (the Prior Registration Statement) are incorporated herein by reference. This Registration Statement covers 26,627,114 shares, which together with the 8,875,704 shares being carried forward from the Prior Registration Statement and upon which a fee has previously been paid, constitute the 35,502,818 shares registered for issuance under the Datek 1998 Stock Option Plan.

PART II

**INFORMATION REQUIRED IN
THE REGISTRATION STATEMENT**

Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, Nebraska, on September 12, 2002.

Ameritrade Holding Corporation

By: /s/ JOSEPH H. MOGLIA

Its: Joseph H. Moglia, Chief Executive Officer

Each person whose signature appears below constitutes and appoints each of J. Joe Ricketts, Joseph H. Moglia and John R. MacDonald such person's true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature _____ | Title _____ | Date _____ |
|---|---|--------------------|
| /s/ JOSEPH H. MOGLIA _____ Joseph H. Moglia | Chief Executive Officer (Principal Executive Officer) | September 12, 2002 |
| /s/ JOHN R. MACDONALD _____ John R. MacDonald | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | September 12, 2002 |
| /s/ J. JOE RICKETTS _____ J. Joe Ricketts | Director | September 12, 2002 |
| /s/ MICHAEL D. FLEISHER _____ Michael D. Fleisher | Director | September 12, 2002 |
| _____ Glenn H. Hutchins | Director | _____, 2002 |
| /s/ C. KEVIN LANDRY _____ C. Kevin Landry | Director | September 12, 2002 |
| /s/ MARK L. MITCHELL _____ Mark L. Mitchell | Director | September 12, 2002 |

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| Signature _____ | Title _____ | Date _____ |
|---|-------------|--------------------|
| /s/ STEPHEN PAGLIUCA _____ Stephen Pagliuca | Director | September 12, 2002 |
| /s/ J. PETER RICKETTS _____ J. Peter Ricketts | Director | September 12, 2002 |
| _____ Thomas S. Ricketts | Director | _____, 2002 |

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Document</u> |
|-----------------------|---|
| 4.1 | Form of Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the S-8 Registration Statement No. 333-99351) |
| 4.2 | Datek 1998 Stock Option Plan |
| 5.1 | Opinion of Mayer, Brown, Rowe & Maw |
| 15.1 | Independent accountants awareness letter |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Mayer, Brown, Rowe & Maw (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature pages hereto) |