

TD AMERITRADE HOLDING CORP  
Form 8-K  
November 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 15, 2012

**TD Ameritrade Holding Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-35509**  
(Commission  
File Number)

**82-0543156**  
(IRS Employer  
Identification No.)

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**4211 South 102<sup>nd</sup> Street Omaha, Nebraska**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (402) 331-7856**

**68127**

**(Zip Code)**

**(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:

- ..  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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 15, 2012, under the terms of the Management Incentive Plan of TD Ameritrade Holding Corporation, for fiscal year 2013, the base salary of Fredric J. Tomczyk, president and chief executive officer of TD Ameritrade, was increased by \$200,000 to \$900,000 per year. There was no change to Mr. Tomczyk's annual incentive target.

On November 15, 2012, the H.R. and Compensation Committee of the Board of Directors of TD Ameritrade approved a grant of restricted stock units ( RSUs ) to Marvin W. Adams, TD Ameritrade's executive vice president and chief operating officer, covering a number of shares that have a fair market value on the grant date equal to \$1 million. The RSUs are scheduled to vest on the third anniversary of the grant date, subject to Mr. Adams remaining an employee of TD Ameritrade through that date. In each of 2013, 2014, 2015 and 2016, Mr. Adams will also receive additional RSUs covering a number of shares that have a fair market value on the grant date equal to \$1 million. Each of these grants also will vest on the third anniversary of the date on which the grant is made, assuming Mr. Adams remains an employee of TD Ameritrade through the applicable vesting date. However, vesting of remaining unvested awards will be accelerated if Mr. Adams remains an employee of TD Ameritrade through December 1, 2016 and he voluntarily resigns on or after that date.

A copy of the form of Restricted Stock Unit Agreement ( RSU Agreement ) for Mr. Adams' RSU grants is filed as Exhibit 10.1 to this Current Report on Form 8-K. The foregoing is qualified in its entirety by reference to the RSU Agreement, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**  
**(d) Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.1	TD Ameritrade Holding Corporation Form of RSU Agreement for Mr. Adams

**SIGNATURE**

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 hereunto duly authorized.

TD AMERITRADE HOLDING CORPORATION

Date: November 20, 2012

By: /s/ William J. Gerber

Name: William J. Gerber  
Title: Chief Financial Officer

*Exhibit Index*

10.1 TD Ameritrade Holding Corporation Form of RSU Agreement

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