

TD AMERITRADE HOLDING CORP
Form 8-K
May 04, 2015

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): April 28, 2015

TD Ameritrade Holding Corporation
(Exact name of registrant as specified in its charter)

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|---|--|---|
| Delaware (State or other jurisdiction of incorporation) | 1-35509 (Commission File Number) | 82-0543156 (I.R.S. Employer Identification No.) |
|---|--|---|

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|---|---------------------|
| 200 South 108 th Avenue Omaha, Nebraska (Address of principal executive offices) | 68154 (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:

- 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 April 28, 2015, W. Edmund Clark, a designee of The Toronto-Dominion Bank under TD Ameritrade's stockholders agreement, dated as of June 22, 2005, as amended, resigned from the board of directors of TD Ameritrade, effective immediately. Under the terms of TD Ameritrade's stockholders agreement, Mr. Clark's replacement will be designated by a majority of the remaining directors nominated by The Toronto-Dominion Bank.

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: May 4, 2015

TD AMERITRADE HOLDING CORPORATION

By: /s/ WILLIAM J. GERBER

William J. Gerber

Executive Vice President, Chief Financial Officer