

TD AMERITRADE HOLDING CORP

Form S-8 POS

February 23, 2006

As filed with the Securities and Exchange Commission on February 23, 2006  
Registration No. 333-99481

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**TD AMERITRADE HOLDING CORPORATION**  
(Exact name of registrant as specified in its charter)

DELAWARE

82-0543156

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. employer identification no.)

4211 SOUTH 102<sup>ND</sup> STREET  
OMAHA, NEBRASKA 68127

(Address of principal executive offices)

AMERITRADE HOLDING CORPORATION  
1998 STOCK OPTION PLAN

(Full title of the plan)

ELLEN L.S. KOPLOW, ESQ.  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
TD AMERITRADE HOLDING CORPORATION  
6940 COLUMBIA GATEWAY DRIVE  
SUITE 200  
COLUMBIA, MARYLAND 21045  
443-539-2125

(Name, Address, and Telephone Number of Agent For Service)

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DEREGISTRATION OF SHARES

Effective as of January 4, 2006, the stockholders of the Registrant adopted amendments to the Ameritrade Holding Corporation 1996 Long-Term Incentive Plan and 1996 Directors Incentive Plan which increased the share reserves by nineteen million (19,000,000) and one million (1,000,000) respectively, while at the same time the share reserve under the Ameritrade Holding Corporation 1998 Stock Option Plan was reduced by twenty million (20,000,000) shares. This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 listed below (the "Registration Statement") is filed to deregister twenty million (20,000,000) shares previously registered that remain available for future grant under the Registrant's 1998 Stock Option Plan. The 20,000,000 shares deregistered by this Post-Effective Amendment No. 1 will be registered, by a subsequently filed registration statement on Form S-8 for the 1996 Long-Term Incentive Plan and 1996 Directors Incentive Plan, and the associated registration fee paid by the Registrant to register shares issuable under its 1998 Stock Option Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Registrant's 1996 Long-Term Incentive Plan and 1996 Directors Incentive Plan. Please note, however, that as of February 15, 2006, four hundred and sixty-seven thousand and ninety-nine (467,099) shares remain subject to outstanding options previously granted under the Registrant's 1998 Stock Option Plan. Accordingly, the Registration Statements will remain in effect to cover the potential exercise of such outstanding options.

1. Registration Statement No. 333-99481 filed on September 12, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on February 23, 2006.

TD AMERITRADE HOLDING CORPORATION

By: /s/ JOSEPH H. MOGLIA

Joseph H. Moglia, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities indicated.

| Signature             | Title  | Date              |
|-----------------------|--|-------------------|
| /s/ JOSEPH H. MOGLIA  | Chief Executive Officer and<br>Director  | February 23, 2006 |
| Joseph H. Moglia      | (Principal Executive Officer)  |                   |
| /s/ JOHN R. MACDONALD | Executive Vice President, Chief<br>Financial Officer and Chief<br>Administrative Officer | February 23, 2006 |
| John R. MacDonald     | (Principal Financial and Accounting<br>Officer)  |                   |
|                       | Chairman of the Board  | February 23, 2006 |
| J. Joe Ricketts       |  |                   |
| /s/ W. EDMUND CLARK   | Director   | February 23, 2006 |
| W. Edmund Clark       |  |                   |

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| Signature  | Title    | Date              |
|--|----------|-------------------|
| /s/ MARSHALL A. COHEN<br>Marshall A. Cohen         | Director | February 23, 2006 |
| /s/ DAN W. COOK III<br>Dan W. Cook III             | Director | February 23, 2006 |
| /s/ MICHAEL D. FLEISHER<br>Michael D. Fleisher     | Director | February 23, 2006 |
| /s/ GLENN H. HUTCHINS<br>Glenn H. Hutchins         | Director | February 23, 2006 |
| /s/ DANIEL A. MARINANGELI<br>Daniel A. Marinangeli | Director | February 23, 2006 |
| /s/ WILBUR J. PREZZANO<br>Wilbur J. Prezzano       | Director | February 23, 2006 |
| /s/ J. PETER RICKETTS<br>J. Peter Ricketts         | Director | February 23, 2006 |
| Thomas S. Ricketts                                 | Director | February 23, 2006 |
| /s/ FREDRIC J. TOMCZYK<br>Fredric J. Tomczyk       | Director | February 23, 2006 |