

TD AMERITRADE HOLDING CORP
Form SC 13G
February 03, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No.)*

TD Ameritrade Holding Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

87236Y 108

(CUSIP Number)

J. Joe Ricketts
TD AMERITRADE Holding Corporation
200 South 108th Avenue
Omaha, Nebraska 68154

with a copy to:
Alan L. Dye
Hogan Lovells US LLP
555 Thirteenth Street, NW
Washington, D.C. 20007
(202) 637-5737

January 24, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be

subject to all
other provisions
of the Act
(however, see
the Notes).

CUSIP NO. 872364Y 108 13G

1 NAMES OF REPORTING PERSONS

J. Joe Ricketts

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY SHARED OWNED BY EACH REPORTING PERSON WITH 6 VOTING POWER

36,174,906

-0-

7 SOLE DISPOSITIVE POWER

36,174,906

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

36,174,906

10 CHECK IF THE
AGGREGATE AMOUNT IN
ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

6.8% ¹₂

12 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

¹ Based on 536,658,111 shares of common stock, par value \$0.01 per share, of the Issuer outstanding as of November 6, 2015 as reported by the Issuer in its Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

CUSIP No. 872364Y 108 13G

Item 1(a) Name of Issuer:

TD Ameritrade Holding Corporation (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

200 South 108th Avenue
Omaha, Nebraska 68154

Item 2(a) Name of Person Filing:

J. Joe Ricketts

Item 2(b) Address of Principal Business Office or, if none, Residence:

c/o Hugo LLC
1395 Platte River Drive
Denver, Colorado 80223

Item 2(c) Citizenship:

U.S.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock")

Item 2(e) CUSIP No.:

87236Y 108

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4 Ownership:

(a) Amount beneficially owned:

36,174,906*

* Does not include 13,873,725 shares of Common Stock owned by Marlene M. Ricketts, the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of all shares held by Ms. Ricketts.

(b) Percent of class

6.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

36,174,906

(ii) Shared Power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

36,174,906

(iv) Shared power to dispose or to direct the disposition of:

0

Item Ownership of Five Percent or Less of a Class:

5

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
7 Holding Company or Control Person:

Not applicable

Item Identification and Classification of Members of the Group:
8

Not applicable

Item Notice of Dissolution of Group:
9

Not applicable

Item Certifications:
10

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer

of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2016

/s/ J. Joe Ricketts
J. Joe Ricketts