

AMERITRADE HOLDING CORP

Form SC TO-C

June 24, 2005

As filed with the Securities and Exchange Commission on June 24, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) of the Securities Exchange Act of 1934**

**AMERITRADE HOLDING CORPORATION**

**(Name of Subject Company (issuer))**

**THE TORONTO-DOMINION BANK**

**(Name of Filing Person (offeror))**

**Common Stock, par value \$0.01 per share  
(Title of Class of Securities)**

**03074K100**

**(CUSIP Number of Class of Securities)**

**Christopher A. Montague, Esq.  
P.O. Box 1, Toronto Dominion Centre,  
Toronto, Ontario, M5K 1A2**

**with a copy to:**

**Lee Meyerson, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000**

**(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)**

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                             |
|--------------------|--|
| 1.1                | Joint press release announcing the transaction |