

TD AMERITRADE HOLDING CORP

Form 8-K

November 05, 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): October 30, 2015

TD Ameritrade Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-35509

(Commission
File Number)

82-0543156

(I.R.S. Employer
Identification No.)

200 South 108th 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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02 Compensatory Arrangements of Certain Officers.

On October 30, 2015, Marshall A. Cohen, a designee of The Toronto-Dominion Bank under TD Ameritrade Holding Corporation's stockholders agreement, dated as of June 22, 2005, as amended, announced that he is not standing for reelection to the board of directors of TD Ameritrade at its 2016 annual stockholders meeting. Under the terms of TD Ameritrade's stockholders agreement, Mr. Cohen'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: November 5, 2015

TD AMERITRADE HOLDING CORPORATION

By: /s/ STEPHEN J. BOYLE

Stephen J. Boyle

Executive Vice President, Chief Financial Officer