

Sosnoff Tom  
Form SC 13D/A  
January 09, 2009  
CUSIP No. 88409C105

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Amendment No. 1**

**thinkorswim Group Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**88409C105**

(CUSIP Number)

**thinkorswim Group Inc.**

**45 Rockefeller Plaza Suite 2012**

**New York NY 10111**

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*Copy to:*

**Leslie J. Weiss**

**Barnes & Thornburg LLP**

**One North Wacker Drive**

**Chicago, Illinois 60606**

**(312) 357-1313**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices**

**and Communications)**

**January 8, 2009**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisitions which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

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The information required on 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 ( 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).

SCHEDULE 13D/A

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1. NAMES OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Tom Sosnoff

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a) ..

3. SEC USE ONLY

(b) ..

4. SOURCE OF FUNDS (see instructions)

n/a

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER

NUMBER OF

SHARES

None

8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

4,653,400 shares

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

None

10. SHARED DISPOSITIVE POWER

4,653,400 shares

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,653,400 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.0% \*

14. TYPE OF REPORTING PERSON

IN

\* Calculated based on 66,499,785 shares of common stock outstanding as of November 3, 2008 as reported by the Company in its Form 10-Q filed November 6, 2008.

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SCHEDULE 13D/A

thinkorswim Group Inc.

Filed by Tom Sosnoff

This Amendment No. 1 on Schedule 13D/A ( *Amendment No. 1* ) is being filed by Tom Sosnoff (the Reporting Person ) to amend and supplement the Schedule 13D originally filed on February 23, 2007 (the Original Schedule 13D ) by the Reporting Person. Unless otherwise defined herein, capitalized terms used herein shall have the meanings set forth in the Original Schedule 13D.

Item 1. Security and Issuer.

Item 1 is hereby amended and restated as follows:

This statement on Schedule 13D/A relates to the shares of common stock, par value \$.01 per share of thinkorswim Group Inc., a Delaware corporation (the Company or the Issuer ). The Company's principal executive office is located at 45 Rockefeller Plaza, Suite 2012 New York, New York 10111.

Item 3. Source and Amount of Funds or Other Considerations.

Item 3 is hereby amended to add the following supplemental information:

On January 8, 2009, the Company entered into an Agreement and Plan of Merger (the Merger Agreement ) with TD AMERITRADE Holding Corporation, a Delaware corporation ( Parent ), Tango Acquisition Corporation One, a Delaware corporation and wholly-owned subsidiary of Parent, Tango Acquisition Corporation Two, a Delaware corporation and wholly-owned subsidiary of Parent, and the Company. In connection with the execution of the Merger Agreement, and to induce the Parent to enter into the Merger Agreement, Reporting Person, individually and on behalf of his living trust, entered into two Voting Agreements (each a Voting Agreement and collectively, the Voting Agreements ) with Parent dated January 8, 2009, pursuant to which Reporting Person has agreed to vote all shares of Common Stock beneficially owned by him in favor of the Merger Agreement. Reporting Person has appointed Parent as the sole and exclusive attorney and proxy, with full power of substitution and resubstitution, to vote the shares of Common Stock beneficially owned by him in favor of the Merger Agreement. Reporting Person did not receive additional consideration in connection with the execution and delivery of the Voting Agreements.

A copy of the Voting Agreement between Tom Sosnoff and Parent is filed as Exhibit 99.1 hereto and a copy of the Voting Agreement between Tom Sosnoff as trustee of the Tom Sosnoff Living Trust u/a/d December 7, 2006 and Parent is filed as Exhibit 99.2. The descriptions of the Voting Agreements included in this Schedule 13D/A are qualified in their entirety by reference to the filed exhibits.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following supplemental information:

Item 3 is hereby incorporated in this Item 4 by reference.

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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

Item 3 is hereby incorporated in this Item 5 by reference.

The Reporting Person is deemed to beneficially own 4,653,400 shares of Common Stock ( Subject Shares ), which includes 4,000 shares of Common Stock owned individually, 4,411,760 shares held by the Tom Sosnoff Living Trust u/a/d 12/7/2006, and options to purchase 237,640 additional shares of Common Stock that are exercisable within the 60 days of January 8, 2009. Such shares of Common Stock and options represent 7.0% of the Company s outstanding capital stock as of January 8, 2009.

As a result of the Voting Agreements, Reporting Person may be deemed to have shared voting and dispositive powers with respect to the Subject Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following supplemental information:

Item 3 is hereby incorporated in this Item 6 by reference.

Also pursuant to the Voting Agreement, and subject to the terms and conditions contained therein, Reporting Person has agreed that until termination of the Voting Agreement, Reporting Person shall not Transfer (as defined in the Voting Agreement) any shares of stock beneficially owned by Reporting Person. The Voting Agreements are incorporated herein by reference and the foregoing summary is qualified in its entirety by reference to the filed exhibit.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 Voting Agreement, dated as of January 8, 2009, by and between Parent and Tom Sosnoff.

Exhibit 99.2 Voting Agreement, dated as of January 8, 2009, by and between Parent and Tom Sosnoff, as trustee of the Tom Sosnoff Living Trust u/a/d 12/7/2006.

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Signatures.

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.

January 9, 2009

/s/ Tom Sosnoff  
Tom Sosnoff