

AMERITRADE HOLDING CORP

Form 8-K

January 10, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): January 4, 2006

**Ameritrade Holding Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

0-49992  
(Commission File Number)

82-0543156  
(I.R.S. Employer  
Identification Number)

4211 South 102<sup>nd</sup> Street  
Omaha, Nebraska  
(Address of principal executive offices)

68127  
(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))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Pursuant to the Stockholders Agreement dated June 22, 2005, by and among Ameritrade Holding Corporation ( Ameritrade or the Company ), The Toronto Dominion Bank ( TD ) and certain other parties (the Stockholders Agreement ), entered into in connection with the Company s proposed acquisition of TD Waterhouse Group, Inc. (the TD Waterhouse Transaction ), following the closing of the TD Waterhouse Transaction, the Board of Directors of the Company will consist of twelve members, one of whom will be the chief executive officer of the Company and three of whom will be outside independent directors.

**Item 5.02(b)**

On January 4, 2006, Michael J. Bingle and Mark L. Mitchell resigned from the Board of Directors of Ameritrade, effective upon and contingent on the closing of the TD Waterhouse Transaction. Pursuant to the terms of the Stockholders Agreement, following the closing of the TD Waterhouse Transaction, Glenn H. Hutchins, Michael D. Fleischer and Dan W. Cook III will remain on the Company s Board of Directors as the outside independent directors.

**Item 5.02(d)**

On January 4, 2006, the Board of Directors of Ameritrade appointed Joseph H. Moglia, Ameritrade s Chief Executive Officer, to the Board of Directors as a Class I director, effective upon and contingent on the closing of the TD Waterhouse Transaction. The Board of Directors of Ameritrade has not yet determined if Mr. Moglia will be appointed to any committees of the Board of Directors. In fiscal year 2005, in connection with his employment as Chief Executive Officer of Ameritrade, Mr. Moglia earned an aggregate of approximately \$1.57 million in bonus and other compensation in addition to his annual base salary of \$600,000.

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**SIGNATURE**

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 hereunto duly authorized.

AMERITRADE HOLDING CORPORATION

Date: January 10, 2006

By: /s/ John R. MacDonald

Name: John R. MacDonald

Title: Executive Vice President, Chief  
Financial  
Officer and Chief Administrative  
Officer