

TD AMERITRADE HOLDING CORP  
Form 8-K  
December 27, 2013

**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): December 20, 2013**

**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 Number)**

**200 S. 108th Avenue**

**Omaha, NE**

**68154**

**(Address of principal executive offices)**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 20, 2013, Kerry Peacock, a designee of The Toronto-Dominion Bank, resigned from the board of directors of TD Ameritrade Holding Corporation, effective immediately.

On December 27, 2013, Bharat Masrani, a designee of The Toronto-Dominion Bank, was elected to the board of directors of TD Ameritrade under the terms of TD Ameritrade's stockholders agreement, dated June 22, 2005, as amended. Mr. Masrani takes the place of Ms. Peacock. Mr. Masrani will enter into TD Ameritrade's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.1 of Form 8-K filed by TD Ameritrade on June 5, 2006, and is incorporated herein by reference. He will not receive compensation for his service as a director.

On December 20, 2013, Todd M. Ricketts, a designee of the Ricketts parties under TD Ameritrade's stockholders agreement, resigned from the board of directors of TD Ameritrade in compliance with the terms of TD Ameritrade's stockholders agreement. His resignation is effective immediately prior to TD Ameritrade's annual stockholders meeting on February 12, 2014, also as provided in TD Ameritrade's stockholders agreement.

**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.

TD AMERITRADE HOLDING CORPORATION

Date: December 27, 2013

By: /s/ William J. Gerber  
Name: William J. Gerber  
Title: Executive Vice President,  
Chief Financial Officer