

ARROW STOCK HOLDING CORP

Form S-8 POS

September 10, 2002

As filed with the Securities and Exchange Commission on September 9, 2002

Registration No. 333-40631

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERITRADE HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

82-0543156
(I.R.S. Employer Identification No.)

4211 South 102nd Street
Omaha, Nebraska 68127
(Address of principal executive offices) (zip code)

Ameritrade Holding Corporation 1996 Directors Incentive Plan
(Full title of the plan)

Ellen L. S. Koplw, Esq.
Ameritrade Holding Corporation
134 National Business Parkway
Fourth Floor
Annapolis Junction, Maryland 20701
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (240) 568-3503

copy to

Carol S. Rivers, Esq.
Mayer, Brown, Rowe & Maw
190 S. LaSalle Street
Chicago, Illinois 60603

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This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-40631) is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the Securities Act), to reflect the completion by Ameritrade Online Holdings Corp. (formerly Ameritrade Holding Corporation), a Delaware corporation (AOH), of a corporate reorganization through which AOH became a wholly owned subsidiary of Ameritrade Holding Corporation (formerly Arrow Stock Holding Corporation), a Delaware corporation (the Registrant). The reorganization was effected pursuant to a Certificate of Merger that was filed with and accepted by the Secretary of State of the State of Delaware. Pursuant to the Certificate of Merger, Arrow Merger Corp., a subsidiary of the Registrant, was merged with and into AOH with AOH as the surviving entity. The stockholders of AOH approved the merger at a special meeting of stockholders that was held on September 5, 2002. By virtue of the merger, each issued and outstanding common share of AOH was automatically converted into one common share of the Registrant.

In accordance with paragraph (d) of Rule 414 under the Securities Act, the Registrant expressly adopts this registration statement as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended. The applicable registration fees were paid at the time of the original filing of this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of documents by reference.

The following documents, which have heretofore been filed by the Registrant with the Securities and Exchange Commission or assumed by the Registrant as the successor issuer to AOH are incorporated by reference herein and shall be deemed to be a part hereof:

- a. Form 10-K for the year ended September 28, 2001;
- b. Forms 10-Q for the quarters ended December 31, 2001, March 29, 2002 and June 28, 2002;
- c. Forms 8-K filed November 20, 2001, April 9, 2002, August 30, 2002 and September 5, 2002; and
- d. The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed on September 5, 2002.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and shall be deemed a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

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Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Not applicable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

Item 9. Undertakings.

A. Rule 415 Offering.

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act of 1934 that are incorporated by reference in the registration statement.
2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. Filings Incorporating Subsequent Exchange Act Documents by Reference.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in the registration

statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Indemnification of Directors and Officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions of the Registrant's charter or by-laws or otherwise, the Registrant understands that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-------------------------------|--------------|-------------------|
| <u>/s/ Mark L. Mitchell</u> | Director | September 9, 2002 |
| Mark L. Mitchell | | |
| <u>/s/ Stephen Pagliuca</u> | Director | September 9, 2002 |
| Stephen Pagliuca | | |
| <u>/s/ J. Peter Ricketts</u> | Director | September 9, 2002 |
| J. Peter Ricketts | | |
| <u>/s/ Thomas S. Ricketts</u> | Director | September 9, 2002 |
| Thomas S. Ricketts | | |

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EXHIBIT INDEX

| Exhibit Number | Description of Document |
|-----------------------|---|
| 4.1 | Form of Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Form 8-A filed September 5, 2002) |
| 4.2 | Ameritrade Holding Corporation 1996 Directors Incentive Plan |
| 5.1 | Opinion of Mayer, Brown, Rowe & Maw |
| 15.1 | Independent accountants' awareness letter |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Mayer, Brown, Rowe & Maw (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature pages hereto) |

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