

TD AMERITRADE HOLDING CORP  
Form 8-A12B  
December 01, 2015

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**TD Ameritrade Holding Corporation**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation or Organization)**

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

**200 South 108<sup>th</sup> Avenue, Omaha, NE**  
**(Address of principal executive offices)**

**68154**  
**(zip code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock \$0.01 par value per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable.

Securities to be registered pursuant to Section 12(g) of the Act: None.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

*This registration statement is filed with the Securities and Exchange Commission in connection with the registrant's transfer of its listing of common stock to the NASDAQ Stock Market LLC.*

### **Item 1. Description of Registrant's Securities to be Registered.**

The following description of our common stock does not purport to be complete and is qualified by our amended and restated certificate of incorporation and amended and restated bylaws, which are filed as exhibit 3.1 to our Current Report on Form 8-K filed on January 27, 2006 and Exhibit 3.1 to our Current Report on Form 8-K filed on February 19, 2014. Additionally, the General Corporation Law of Delaware may also affect the terms of our common stock.

#### **General**

We have 1,000,000,000 shares of authorized common stock, \$0.01 par value per share, of which 536,658,111 were outstanding as of November 6, 2015. Holders of our common stock are entitled to receive dividends when, as and if declared by our board of directors out of any funds legally available for dividends. Holders of our common stock are also entitled, upon our liquidation, and after claims of creditors and any class or series of preferred stock outstanding at the time of liquidation, to receive a *pro rata* distribution of our net assets. We pay dividends on our common stock only if we have paid or provided for all dividends on any outstanding series of preferred stock, for the then current period and, in the case of any cumulative preferred stock, all prior periods.

Holders of our common stock are entitled to one vote for each share that they hold and are vested with all of the voting power of our capital stock, except as our board of directors may provide with respect to any class or series of preferred stock that our board of directors may hereafter authorize. Our certificate of incorporation provides for a classified board of directors but does not provide for cumulative voting. Shares of our common stock are not redeemable and have no subscription or conversion rights.

#### **Stockholders Agreement**

In connection with the acquisition of TD Waterhouse Group, Inc. ( "TD Waterhouse" ) in 2006, J. Joe Ricketts, certain members of his family and trusts established for their benefit (the "Ricketts Holders" ), The Toronto-Dominion Bank (with its subsidiaries, "TD" ) and the Company entered into a stockholders agreement (as amended, the "Stockholders Agreement" ). The Stockholders Agreement contains governance arrangements and provisions relating to board of directors composition, stock ownership, transfers by TD and the Ricketts Holders, voting and other matters. The stockholders who are parties to the Stockholders Agreement have registration rights with respect to our common stock.

A description of the Stockholders Agreement is set forth under the heading "Stock Ownership and Related Information Stockholders Agreement" in our definitive proxy statement filed with the Securities and Exchange Commission on January 2, 2015. That description is incorporated into this registration statement by this reference thereto.

#### **Certificate of Incorporation & Bylaws**

Also in connection with the acquisition of TD Waterhouse, the stockholders of the Company approved amendment and restatement of the certificate of incorporation and the Company adopted amended and restated bylaws. A description of the amended and restated certificate of incorporation is set forth under the heading "Proposal No. 2, Including Sub-proposal Nos. 2A-2F The Post Transaction Certificate of Incorporation" in our definitive proxy

statement filed with the Securities and Exchange Commission on December 5, 2005. A description of the amended and restated bylaws is set forth under the heading "Proposal No. 1 Certain Agreements Related to the Acquisition of TD Waterhouse Post-Transaction Bylaws of TD Ameritrade" in our definitive proxy statement filed with the Securities and Exchange Commission on December 5, 2005 and in our Current Report on Form 8-K filed on February 19, 2014, which describes amendments made to the bylaws. Each such description is incorporated into this registration statement by this reference thereto.

**Item 2. Exhibits.**

Not applicable.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**TD AMERITRADE HOLDING CORPORATION**

Date: December 1, 2015

By: /s/ Stephen J. Boyle

Name: Stephen J. Boyle

Executive Vice President and Chief Financial

Title: Officer