

TD AMERITRADE HOLDING CORP

Form S-4/A

May 06, 2009

**Table of Contents**

**As filed with the Securities and Exchange Commission on May 6, 2009**

**Registration No. 333-157208**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 3  
to  
Form S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**TD AMERITRADE HOLDING CORPORATION**  
*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**6211**  
*(Primary Standard Industrial  
Classification Code Number)*

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

**4211 South 102<sup>nd</sup> Street  
Omaha, Nebraska 68127  
(402) 331-7856**

*(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive  
Offices)*

**David L. Lambert, Esq.  
Deputy General Counsel Finance/Securities  
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Columbia, Maryland 21046  
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*(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)*

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

#### CALCULATION OF REGISTRATION FEE

Amount of Each Class of	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount
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Shares to be Registered(1)	Amount to be Registered(2)	Price per Unit	Offering Price(3)	Registration Fee(4)
Common Stock, par value \$0.01	27,927,074	N/A	\$314,004,154	\$12,340,000

- (1) This Registration Statement relates to shares of common stock, par value \$0.01 per share of the Registrant issuable to holders of shares of common stock, par value \$0.01 per share, of thinkorswim Group Inc., a Delaware corporation ( thinkorswim ), in the proposed acquisition of thinkorswim by the Registrant pursuant to the terms of the Agreement and Plan of Merger, dated as of January 8, 2009, by and among thinkorswim, the Registrant, Tango Acquisition Corporation One and Tango Acquisition Corporation Two.
- (2) Based on the maximum number of shares to be issued in connection with the merger, calculated as the product of (a) 70,168,526 shares, the maximum number of shares of thinkorswim common stock that may be cancelled and exchanged in the merger and (b) an exchange ratio of 0.3980 shares of the Registrant's common stock for each share of thinkorswim common stock.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(f) of the Securities Act of 1933, as amended, based upon the product of (A) \$7.815, the average of the high and low prices per share of thinkorswim common stock on February 4, 2009, as quoted on the NASDAQ Global Market, multiplied by (B) 70,168,526, the maximum number of shares of thinkorswim common stock that may be cancelled and exchanged in the merger; less \$234,362,877, the aggregate amount of cash that would be payable to the holders of thinkorswim common stock in the merger assuming 70,168,526 shares of thinkorswim common stock were outstanding.
- (4) This fee has been previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

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**Table of Contents**

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**PRELIMINARY SUBJECT TO COMPLETION DATED MAY 6, 2009**

**MERGER PROPOSAL, OPTION EXCHANGE PROPOSAL AND PLAN AMENDMENT PROPOSAL**

**YOUR VOTE IS VERY IMPORTANT**

Dear stockholder:

On January 8, 2009, thinkorswim Group Inc., referred to as thinkorswim, and TD AMERITRADE Holding Corporation, referred to as TD AMERITRADE, announced a business combination in which thinkorswim would merge with a subsidiary of TD AMERITRADE. If this merger is completed, you will have the right to receive \$3.34 in cash, without interest and less any applicable withholding, referred to as the cash consideration, and 0.3980 of a share of TD AMERITRADE common stock, referred to as the stock consideration, and together with the cash consideration, referred to as the merger consideration, for each outstanding share of common stock of thinkorswim that you hold immediately prior to the merger.

The value of the merger consideration will fluctuate with the market price of TD AMERITRADE common stock. The following table shows the closing sale prices of TD AMERITRADE common stock and thinkorswim common stock as reported on the NASDAQ Global Select Market and the NASDAQ Global Market, respectively, on January 7, 2009, the last trading day before the announcement of the potential merger, and on May 5, 2009, the last practicable trading day before the distribution of this document. This table also shows the implied value of the merger consideration proposed for each share of thinkorswim common stock, which we calculated by adding to the cash consideration the product obtained by multiplying the closing price of TD AMERITRADE common stock on those dates by 0.3980, the exchange ratio for the stock consideration.

	<b>TD AMERITRADE Common Stock</b>	<b>thinkorswim Common Stock</b>	<b>Implied Value of One Share of thinkorswim Common Stock</b>
At January 7, 2009	\$ 13.48	\$ 5.65	\$ 8.705
At May 5, 2009	\$ 16.53	\$ 9.83	\$ 9.919

The market prices of both TD AMERITRADE common stock and thinkorswim common stock will fluctuate before the merger. You should obtain current stock price quotations for TD AMERITRADE common stock and thinkorswim common stock. TD AMERITRADE common stock is quoted on the NASDAQ Global Select Market under the symbol AMTD. thinkorswim common stock is quoted on the NASDAQ Global Market under the symbol SWIM.

We cannot complete the merger unless thinkorswim's stockholders approve and adopt the merger agreement and the transactions contemplated thereby, referred to as the merger proposal. thinkorswim will hold a special meeting of its stockholders to vote on the merger proposal at the Hilton New York located at 1335 Avenue of the Americas, New York, New York 10019 at 9:00 A.M., local time, on June 9, 2009. **Your vote is important. The market price of TD AMERITRADE common stock will continue to fluctuate following the date of the stockholder vote on the approval and adoption of the merger agreement at the special meeting. Consequently, at the time of the stockholder vote, the value of the merger consideration will not yet be determined. Regardless of whether you plan to attend the special meeting, please take the time to vote your shares in accordance with the instructions contained in this proxy statement/prospectus. Failing to vote will have the same effect as voting against the merger proposal. You will also have an opportunity to vote to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the approval of the merger proposal, referred to as the adjournment proposal.**

In connection with the proposed transaction, thinkorswim has agreed to implement, subject to stockholder approval, a stock option exchange program, referred to as the exchange program, that will permit thinkorswim's eligible employees and independent contractors, referred to as eligible individuals, to exchange certain thinkorswim options, which were issued under the thinkorswim Second Amended and Restated 2001 Stock Option Plan, the Telescan, Inc. Amended and Restated 1995 Stock Option Plan, the Telescan, Inc. 2000 Stock Option Plan and the Telescan, Inc. Amended and Restated Stock Option Plan, for thinkorswim restricted stock units, which will be assumed by TD AMERITRADE if the merger is completed. At the special meeting, thinkorswim stockholders will have an opportunity to vote to approve the exchange program and an amendment to thinkorswim's Second Amended and Restated 2001 Stock Option Plan to permit the grant of thinkorswim restricted stock units. The proposal relating to the option exchange program is referred to as the option exchange proposal. The proposal relating to the amendment of the Stock Option Plan is referred to as the plan amendment proposal. Approval of the option exchange proposal and the plan amendment proposal is not a condition to completion of the merger but the exchange of thinkorswim options for thinkorswim restricted stock units will occur only if the option exchange proposal and the plan amendment proposal are both approved and the merger is completed.

**The thinkorswim board of directors unanimously recommends that thinkorswim stockholders vote FOR approval of the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal.**

This proxy statement/prospectus describes the special meeting, the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal, the documents related to each proposal, and other related matters. **Please carefully read this entire proxy statement/prospectus, including Risk Factors beginning on page 12, for a discussion of the risks relating to the merger proposal.** You also can obtain information about our companies from documents that each of us has filed with the Securities and Exchange Commission.

By Order of the Board of Directors

LEE K. BARBA  
Chairman of the Board

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the TD AMERITRADE common stock to be issued under this proxy statement/prospectus or**

**determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

The date of this proxy statement/prospectus is May 6, 2009, and it is first being mailed or otherwise delivered to thinkorswim stockholders on or about May 8, 2009.

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**Table of Contents**

**THINKORSWIM GROUP INC.  
45 Rockefeller Plaza, Suite 2012  
New York, NY 10111**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

May 6, 2009

To the stockholders of thinkorswim Group Inc.:

thinkorswim Group Inc. ( thinkorswim ) will hold a special meeting of stockholders at the Hilton New York located at 1335 Avenue of the Americas, New York, New York, 10019 at 9:00 A.M., local time, on June 9, 2009 to consider and vote upon the following proposals to:

approve and adopt the Agreement and Plan of Merger, dated as of January 8, 2009, by and among TD AMERITRADE Holding Corporation, Tango Acquisition Corporation One, Tango Acquisition Corporation Two and thinkorswim, as such agreement may be amended from time to time, and the transactions contemplated thereby (the Merger Proposal );

approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the Merger Proposal (the Adjournment Proposal );

approve a stock option exchange program that, conditioned upon completion of the merger, will permit thinkorswim s eligible employees and independent contractors to exchange underwater thinkorswim options, issued under the thinkorswim Second Amended and Restated 2001 Stock Option Plan, the Telescan, Inc. Amended and Restated 1995 Stock Option Plan, the Telescan, Inc. 2000 Stock Option Plan and the Telescan, Inc. Amended and Restated Stock Option Plan, for thinkorswim restricted stock units, which will be assumed by TD AMERITRADE Holding Corporation if the merger is completed (the Option Exchange Proposal ); and

approve an amendment to thinkorswim s Second Amended and Restated 2001 Stock Option Plan to permit the grant of thinkorswim restricted stock units (the Plan Amendment Proposal ).

The thinkorswim board of directors has fixed the close of business on April 24, 2009 as the record date for the special meeting. Only thinkorswim stockholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting. In order for the Merger Proposal to be approved, the holders of at least a majority of the thinkorswim shares outstanding and entitled to vote thereon must vote in favor of approval of the Merger Proposal. In order for the Option Exchange Proposal, the Plan Amendment Proposal and the Adjournment Proposal to be approved, the holders of a majority of the shares entitled to vote and present in person or by proxy must vote in favor of approval of each of the Option Exchange Proposal, the Plan Amendment Proposal and the Adjournment Proposal.

**Regardless of whether you plan to attend the special meeting, please submit your proxy with voting instructions. Please vote as soon as possible. If you hold stock in your name as a stockholder of record, please vote your shares by (i) completing, signing, dating and returning the enclosed proxy card, (ii) using the telephone number on your proxy card, or (iii) using the Internet voting instructions on your proxy card. If you hold your stock in street name through a bank or broker, please direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. This will not prevent you from**



voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of thinkorswim common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked in writing at any time before the special meeting in the manner described in the accompanying document.

**The thinkorswim board of directors has unanimously approved the Merger Proposal, the Option Exchange Proposal, and the Plan Amendment Proposal and unanimously recommends that thinkorswim stockholders vote FOR approval of the Merger Proposal, the Option Exchange Proposal, the Plan Amendment Proposal and the Adjournment Proposal.**

BY ORDER OF THE BOARD OF DIRECTORS,

Paul A. Helbling  
Secretary

May 6, 2009

**YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE SPECIAL MEETING.**

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**Table of Contents**

**REFERENCES TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about TD AMERITRADE and thinkorswim from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this proxy statement/prospectus, other than certain exhibits to those documents, by requesting them in writing or by telephone from the appropriate company at the following addresses:

**TD AMERITRADE Holding Corporation**

4211 South 102<sup>nd</sup> Street  
Omaha, Nebraska 68127  
Attention: Investor Relations  
Telephone: (402) 331-7856

**thinkorswim Group Inc.**

13947 South Minuteman Drive  
Draper, Utah 84020  
Attention: Investor Relations  
Telephone: (801) 816-6918

*You will not be charged for any of these documents that you request. thinkorswim stockholders requesting documents should do so by June 2, 2009 (which is five business days prior to the date of the special meeting) in order ensure that you to receive them before the special meeting.*

See Where You Can Find More Information on page 88.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This proxy statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the Securities and Exchange Commission, referred to as the SEC, by TD AMERITRADE, constitutes a prospectus of TD AMERITRADE under Section 5 of the Securities Act of 1933, as amended, referred to as the Securities Act, with respect to the shares of TD AMERITRADE common stock to be issued to thinkorswim stockholders in connection with the merger. This document also constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act, and the rules thereunder, and a notice of meeting with respect to the special meeting of thinkorswim stockholders to consider and vote upon the merger proposal, the adjournment proposal, the option exchange proposal and the plan amendment proposal.

Except as otherwise provided herein, all descriptions of and calculations made under the terms of the merger agreement and the transactions contemplated by the merger agreement, including the merger, assume that no thinkorswim stockholders exercise appraisal rights under Delaware law.

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**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETING SUMMARY</u>	i
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF TD AMERITRADE</u>	1
<u>SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF THINKORSWIM</u>	7
<u>COMPARATIVE PER SHARE DATA</u>	8
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	9
<u>RISK FACTORS</u>	11
<u>THE THINKORSWIM SPECIAL MEETING</u>	12
<u>Time, Date and Place</u>	17
<u>Matters to Be Considered</u>	17
<u>Proxies</u>	17
<u>Solicitation of Proxies</u>	17
<u>Record Date</u>	18
<u>Voting Rights and Vote Required</u>	18
<u>Recommendation of the thinkorswim Board of Directors</u>	19
<u>Attending the Meeting</u>	19
<u>Voting By Telephone or Via the Internet</u>	19
<u>Adjournments and Postponements</u>	19
<u>Householding of this Proxy Statement/Prospectus and Other Special Meeting Materials</u>	20
<u>Appraisal Rights</u>	20
<u>Questions and Additional Information</u>	20
<u>INFORMATION ABOUT THE COMPANIES</u>	21
<u>THINKORSWIM PROPOSAL 1 THE MERGER</u>	22
<u>Background of the Merger</u>	22
<u>thinkorswim's Reasons for the Merger; Recommendation of the thinkorswim Board of Directors</u>	28
<u>Opinion of UBS Securities LLC</u>	30
<u>thinkorswim Officers and Directors Have Financial Interests in the Merger</u>	36
<u>TD AMERITRADE's Reasons for the Merger</u>	41
<u>Board of Directors and Management of TD AMERITRADE Following Completion of the Merger</u>	43
<u>Public Trading Markets</u>	43
<u>TD AMERITRADE's Dividend Policy</u>	43
<u>Appraisal Rights</u>	43
<u>Regulatory Approvals Required for the Merger</u>	46
<u>Litigation Relating to the Merger</u>	47
<u>THE MERGER AGREEMENT</u>	48
<u>Treatment of thinkorswim Stock Options and Other Equity-Based Awards</u>	48
<u>Completion of the Merger</u>	50
<u>Conversion of Shares; Exchange of Certificates</u>	50
<u>Representations and Warranties</u>	51
<u>Material Adverse Effect</u>	52
<u>Covenants; Conduct of Business Prior to the Merger</u>	53
<u>Reasonable Best Efforts of thinkorswim to Obtain the Required Stockholder Vote</u>	55
<u>Limitation on the Solicitation, Negotiation and Discussion of Other Acquisition Proposals by thinkorswim</u>	56
<u>thinkorswim Board Recommendation of the Merger</u>	57



**Table of Contents**

	<b>Page</b>
<u>Employee Matters</u>	59
<u>Indemnification and Insurance</u>	59
<u>Conditions to Complete the Merger</u>	60
<u>Termination of the Merger Agreement</u>	61
<u>Expenses and Termination Fees</u>	63
<u>VOTING AGREEMENTS</u>	65
<u>ACCOUNTING TREATMENT</u>	65
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER</u>	66
<u>COMPARISON OF STOCKHOLDERS' RIGHTS</u>	70
<u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u>	75
<u>THINKORSWIM PROPOSAL 2 POSSIBLE ADJOURNMENT OF THE THINKORSWIM SPECIAL MEETING</u>	76
<u>THINKORSWIM PROPOSAL 3 OPTION EXCHANGE</u>	77
<u>THINKORSWIM PROPOSAL 4 AMENDMENT OF THE SECOND AMENDED AND RESTATED 2001 STOCK PLAN</u>	83
<u>LEGAL MATTERS</u>	88
<u>EXPERTS</u>	88
<u>OTHER MATTERS</u>	88
<u>THINKORSWIM STOCKHOLDER PROPOSALS</u>	88
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	88
<u>APPENDIX A Agreement and Plan of Merger</u>	A-1
<u>APPENDIX B Form of Voting Agreement</u>	B-1
<u>APPENDIX C Opinion of UBS Securities LLC</u>	C-1
<u>APPENDIX D Section 262 of the General Corporation Law of the State of Delaware</u>	D-1
<u>EX-5.1</u>	
<u>EX-8.1</u>	
<u>EX-8.2</u>	
<u>EX-23.2</u>	
<u>EX-23.3</u>	
<u>EX-99.2</u>	

---

**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETING**

**Q: Why am I receiving this proxy statement/prospectus?**

A: TD AMERITRADE Holding Corporation, referred to as TD AMERITRADE, has agreed to acquire thinkorswim Group Inc., referred to as thinkorswim, by means of a merger with a subsidiary of TD AMERITRADE. Please see *The Merger* beginning on page 22 and *The Merger Agreement* beginning on page 48 for a description of the merger and the merger agreement. A copy of the merger agreement is attached to this proxy statement/prospectus as Appendix A.

In connection with the proposed transaction, thinkorswim has agreed to implement, subject to stockholder approval, a stock option exchange program that permits thinkorswim's eligible employees and independent contractors to exchange certain underwater thinkorswim options for thinkorswim restricted stock units, referred to as the option exchange proposal. Please see *thinkorswim Proposal 3 Option Exchange* beginning on page 77 for a description of the option exchange proposal.

To complete the merger, thinkorswim stockholders must vote to approve the merger proposal. thinkorswim will hold a special meeting of stockholders to obtain this approval. You will also be given an opportunity to vote to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in favor of the merger proposal, referred to as the adjournment proposal.

At the special meeting, you will also have an opportunity to vote to approve the option exchange proposal and an amendment to thinkorswim's Second Amended and Restated 2001 Stock Option Plan to permit the grant of thinkorswim restricted stock units, referred to as the plan amendment proposal. Please see *thinkorswim Proposal 4 Amendment of the Second Amended and Restated 2001 Stock Plan* beginning on page 83 for a description of the plan amendment proposal.

**Q: What do I need to do now?**

A: After you have carefully read this proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly. If you hold stock in your name as a stockholder of record, please vote your shares by (i) completing, signing, dating and returning the enclosed proxy card, (ii) using the telephone number on your proxy card or (iii) using the Internet voting instructions on your proxy card. If you have Internet access, we encourage you to record your vote via the Internet.

If you hold your stock in *street name* through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy card or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the special meeting.

**Q: Why is my vote important?**

A: If you do not vote by proxy or vote in person at the special meeting, it will be more difficult for us to obtain the necessary quorum to hold our special meeting. In addition, your failure to vote, by proxy or in person, or failure to instruct your broker, will have the same effect as a vote against approval of the merger proposal. The merger proposal must be approved by the holders of a majority of the outstanding shares of thinkorswim common stock entitled to vote at the special meeting. In order for the option exchange proposal, the plan amendment proposal or

the adjournment proposal to be approved, the holders of a majority of the shares entitled to vote and present in person or by proxy must vote in favor of approval of such proposal. The thinkorswim board of directors unanimously recommends that you vote to approve the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal.

**Q: If my shares of common stock are held in street name by my broker, will my broker automatically vote my shares for me?**

A: No. Your broker cannot vote your shares without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker.

**Table of Contents**

**Q: What if I abstain from voting or fail to instruct my broker?**

A: If you abstain from voting, the abstention will be counted toward a quorum at the special meeting, but it will have the same effect as a vote against approval of the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal. If you fail to instruct your broker, it will have the same effect as a vote against approval of the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal.

**Q: Can I attend the special meeting and vote my shares in person?**

A: Yes. All stockholders, including stockholders of record and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of thinkorswim common stock can vote in person at the special meeting. If you are not a stockholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification.

**Q: Can I change my vote?**

A: Yes. You may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to the Secretary of thinkorswim, or by attending the special meeting in person, notifying the Secretary and voting by ballot at the special meeting. The thinkorswim Secretary's mailing address is 13947 South Minuteman Drive, Draper, Utah 84020.

Any stockholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the Secretary of thinkorswim) of a stockholder at the special meeting will not constitute revocation of a previously given proxy.

**Q: If I am a thinkorswim stockholder, should I send in my thinkorswim stock certificates now?**

A: No. You should not send in your thinkorswim stock certificates at this time. After the merger is consummated, TD AMERITRADE will send you instructions for exchanging thinkorswim stock certificates for the merger consideration. Unless thinkorswim stockholders specifically request to receive TD AMERITRADE stock certificates, the shares of TD AMERITRADE stock they receive in the merger will be issued in book-entry form.

**Q: When do you expect to complete the merger?**

A: We currently expect to complete the merger within the next six months. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of thinkorswim stockholders at the special meeting and the necessary regulatory approvals.

**Q: Whom should I call with questions?**

A: thinkorswim stockholders should call Georgeson Inc., thinkorswim's proxy solicitor, at (866) 741-9560 with any questions about the merger.





**Table of Contents**

**SUMMARY**

**This summary highlights material information from this proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to read carefully the entire proxy statement/prospectus and the other documents to which we refer in order to fully understand the merger and the related transactions. See **Where You Can Find More Information** on page 88. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.**

**In the merger, thinkorswim stockholders will have a right to receive a cash amount of \$3.34, without interest and less any required withholding under United States federal, state, local or foreign law, and 0.3980 of a share of TD AMERITRADE common stock for each outstanding share of thinkorswim common stock. (page 48)**

On January 8, 2009, TD AMERITRADE entered into an Agreement and Plan of Merger, referred to as the merger agreement, by and among TD AMERITRADE, Tango Acquisition Corporation One, a wholly-owned subsidiary of TD AMERITRADE, referred to as Merger Sub One, Tango Acquisition Corporation Two, a wholly-owned subsidiary of TD AMERITRADE, referred to as Merger Sub Two, and thinkorswim. The merger agreement provides for the acquisition of thinkorswim by TD AMERITRADE by means of a merger of Merger Sub One with and into thinkorswim, referred to as the first-step merger, with thinkorswim as the interim surviving corporation, immediately followed by a merger of thinkorswim, as the interim surviving corporation, with and into Merger Sub Two, referred to as the second-step merger, with Merger Sub Two as the final surviving corporation. Unless otherwise specified herein, the second-step merger, taken together with the first-step merger, is referred to in this proxy statement/prospectus as the merger. As a result of the merger, thinkorswim will become a wholly-owned subsidiary of TD AMERITRADE. See **Material United States Federal Income Tax Consequences of the Merger Two-Step Merger** for an explanation of the two-step merger structure.

Each share of thinkorswim common stock issued and outstanding immediately prior to the effective time of the merger will be converted into the right to receive a cash amount of \$3.34, without interest and less any required withholding under United States federal, state, local or foreign law, plus 0.3980 of a share of TD AMERITRADE common stock, referred to as the per share merger consideration. The total cash consideration to be paid in the merger is approximately \$225 million, and the total number of shares of TD AMERITRADE common stock to be issued is approximately 28 million. TD AMERITRADE plans to utilize cash dividends from its subsidiaries and, if necessary, borrow on its \$300 million revolving line of credit, to finance the payment of the cash consideration.

The merger agreement is included as Appendix A to this proxy statement/prospectus.

**What Holders of thinkorswim Stock Options and Other Equity-Based Awards Will Receive (page 48)**

Each of the vested and unvested options to purchase shares of thinkorswim common stock that are outstanding at the effective time of the merger and that are not cancelled and not exchanged for restricted stock units pursuant to the exchange program described below will be assumed by TD AMERITRADE, and, at the effective time of the merger, converted into the right to receive options to purchase shares of TD AMERITRADE common stock, and will otherwise be subject to the terms and conditions of such awards prior to the completion of the merger.

Each of thinkorswim's unvested restricted stock units (including restricted stock units issued in exchange for thinkorswim options pursuant to the exchange program) and shares of restricted stock outstanding at the effective time of the merger (and, in the case of shares of restricted stock, that have not become vested either immediately prior to, or as a result of, completion of the merger) will be assumed by TD AMERITRADE, and, at the effective time of the

merger, converted into the right to receive TD AMERITRADE restricted stock units or shares of restricted stock, as the case may be, and will otherwise be subject to the terms and conditions of such awards prior to the completion of the merger. Shares of thinkorswim restricted stock that have become vested either immediately prior to or as a result of completion of the merger will be treated as outstanding shares and will be cancelled and exchanged for the merger consideration.

**Table of Contents**

**Exchange Program (pages 77 and 83)**

In connection with the proposed transaction, thinkorswim has agreed to implement, subject to stockholder approval, an exchange program that permits thinkorswim's eligible employees and independent contractors to exchange outstanding thinkorswim options with an exercise price equal to or greater than the total value of the per share merger consideration (based on the volume-weighted average price of a share of TD AMERITRADE common stock on the trading day immediately prior to the effective time of the merger) for a number of restricted stock units to be granted under thinkorswim's Second Amended and Restated 2001 Stock Option Plan. The exchange of thinkorswim options for thinkorswim restricted stock units will occur only if the merger is completed.

thinkorswim is asking its stockholders to approve the option exchange proposal and an amendment to thinkorswim's Second Amended and Restated 2001 Stock Option Plan to permit the grant of restricted stock units.

**United States Federal Income Tax Consequences to thinkorswim Stockholders if the Merger is a Reorganization (page 66)**

The merger is intended to qualify as a reorganization for United States federal income tax purposes, and it is a condition to the obligations of TD AMERITRADE and thinkorswim to complete the merger that each of TD AMERITRADE and thinkorswim receive a legal opinion to that effect. If the merger qualifies as a reorganization, a U.S. holder of thinkorswim common stock receiving TD AMERITRADE common stock and cash in exchange for such thinkorswim common stock in the merger generally will recognize gain only to the extent of such cash consideration, and will not be subject to current taxation on the amount of any gain in excess of that cash. More precisely, a U.S. holder will recognize gain equal to the lesser of (i) the amount of cash received by the U.S. holder (excluding any cash received in lieu of fractional shares) and (ii) the excess of the amount realized by the U.S. holder over the U.S. holder's tax basis in the thinkorswim common stock. The amount realized by the U.S. holder will equal the sum of the fair market value of the TD AMERITRADE common stock and the amount of cash (including any cash received in lieu of fractional shares) received by the U.S. holder. Losses will not be permitted to be recognized. Realized gain or loss must be calculated separately for each identifiable block of shares (*i.e.*, shares acquired at different times and prices) exchanged in the merger, and a loss realized on the exchange of one block cannot be used to offset a gain realized on the exchange of another block.

*The United States federal income tax consequences described above may not apply to all holders of thinkorswim common stock. Your tax consequences will depend on your individual situation. Accordingly, TD AMERITRADE and thinkorswim strongly urge you to consult with your tax advisor for a full understanding of the particular tax consequences of the merger to you.*

**Comparative Market Prices and Share Information (page 75)**

TD AMERITRADE common stock trades on the NASDAQ Global Select Market under the symbol AMTD and thinkorswim common stock trades on the NASDAQ Global Market under the symbol SWIM. The following table shows the closing sale prices of TD AMERITRADE common stock and thinkorswim common stock as reported on the NASDAQ Global Select Market and the NASDAQ Global Market, respectively, on January 7, 2009, the last trading day before we announced the signing of the merger agreement, and on May 5, 2009, the last practicable trading day before the distribution of this proxy statement/prospectus. This table also shows the implied value of the merger consideration proposed for each share of thinkorswim common stock, which we calculated by adding \$3.34 to the product obtained by multiplying the closing price of a share of TD AMERITRADE common stock on those dates by 0.3980, the exchange ratio for the stock consideration.

	<b>TD AMERITRADE Common Stock</b>	<b>thinkorswim Common Stock</b>	<b>Implied Value of One Share of thinkorswim Common Stock</b>
At January 7, 2009	\$ 13.48	\$ 5.65	\$ 8.705
At May 5, 2009	\$ 16.53	\$ 9.83	\$ 9.919

## **Table of Contents**

*The market price of TD AMERITRADE common stock and thinkorswim common stock will fluctuate prior to the merger. You should obtain current market quotations for the shares.*

### **The thinkorswim Board of Directors Unanimously Recommends that thinkorswim Stockholders Vote FOR the Proposals (pages 30, 76, 82 and 87)**

The thinkorswim board of directors believes that the merger is in the best interests of thinkorswim and its stockholders and has unanimously approved the merger and the merger agreement. The thinkorswim board of directors unanimously recommends that thinkorswim stockholders vote FOR the merger proposal, FOR the option exchange proposal, FOR the plan amendment proposal and FOR the adjournment proposal.

### **UBS Securities LLC Provided an Opinion to the thinkorswim Board of Directors (page 30)**

In connection with the proposed transaction, thinkorswim's board of directors received a written opinion, dated January 7, 2009, from UBS Securities LLC, referred to as UBS, as to the fairness, from a financial point of view and as of the date of such opinion, of the per share consideration to be received in the transaction by holders of thinkorswim common stock (other than thinkorswim stockholders who have entered into voting agreements with TD AMERITRADE and their respective affiliates, collectively referred to as excluded holders). The full text of UBS written opinion, dated January 7, 2009, is attached to this proxy statement/prospectus as Appendix C. Holders of thinkorswim common stock are encouraged to read UBS' opinion carefully in its entirety. **UBS' opinion was provided for the benefit of thinkorswim's board of directors in connection with, and for the purpose of, its evaluation of the per share merger consideration from a financial point of view and does not address any other aspect of the transaction. The opinion does not address the relative merits of the transaction as compared to other business strategies or transactions that might be available with respect to thinkorswim or thinkorswim's underlying business decision to effect the transaction. The opinion does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to the transaction. Although subsequent developments may affect its opinion, UBS does not have any obligation to update, revise or reaffirm its opinion.**

### **thinkorswim's Officers and Directors Have Financial Interests in the Merger That Differ From Your Interests (page 36)**

A number of thinkorswim's executive officers and directors have interests in the merger that are different from those of other thinkorswim stockholders. As of the record date, all directors and executive officers of thinkorswim, together with their affiliates, beneficially owned approximately 20.69% of the outstanding shares of thinkorswim common stock, which includes shares of restricted stock that will vest within sixty days of such date, and shares underlying vested options and options that will vest within sixty days of such date. Additionally, certain executive officers and the non-employee directors of thinkorswim will be entitled to additional benefits upon or as a result of the consummation of the merger.

### **Certain Executive Officers of thinkorswim Have Agreed to Vote in Favor of the Merger (page 65)**

In connection with the execution of the merger agreement, certain executive officers of thinkorswim entered into voting agreements pursuant to which they have agreed to vote their shares of thinkorswim common stock in favor of the merger. These executive officers own shares representing approximately 16.17% of thinkorswim's issued and outstanding common stock as of the record date. They have also agreed to comply with certain restrictions on the disposition of their shares, subject to the terms and conditions contained in the voting agreements. Pursuant to their terms, such voting agreements will terminate concurrently with any termination of the merger agreement.

The form of voting agreement is included as Appendix B to this proxy statement/prospectus.

**Holders of thinkorswim Common Stock Are Entitled to Appraisal Rights (page 43)**

Under the Delaware General Corporation Law, referred to as the DGCL, holders of thinkorswim common stock who do not vote for the approval of the merger proposal have the right to seek appraisal of the fair value

## **Table of Contents**

of their shares as determined by the Delaware Court of Chancery if the merger is completed, but only if they comply with all requirements of Delaware law, which are summarized in this proxy statement/prospectus. This appraisal amount could be more than, the same as, or less than the amount a thinkorswim stockholder would be entitled to receive under the merger agreement. Any holder of thinkorswim common stock intending to exercise appraisal rights, among other things, must submit a written demand for appraisal to thinkorswim prior to the vote on the approval of the merger proposal and must not vote or otherwise submit a proxy in favor of approval of the merger proposal. Failure to follow exactly the procedures specified under Delaware law will result in the loss of appraisal rights. Because of the complexity of the Delaware law relating to appraisal rights, if you are considering exercising your appraisal right, we encourage you to seek the advice of your own legal counsel.

A copy of Section 262 of the DGCL is also included as Appendix D to this proxy statement/prospectus.

### **Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 60)**

Currently, TD AMERITRADE and thinkorswim expect to complete the merger within the next six months. As more fully described in this proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, approval of the merger proposal by thinkorswim stockholders, the expiration or termination of the applicable Hart-Scott-Rodino waiting period, the receipt of all required regulatory approvals (including approval by the Financial Industry Regulatory Authority, referred to as FINRA, the Investment Industry Regulatory Organization of Canada, referred to as IIROC, and certain other Canadian securities regulators) and the receipt of legal opinions by each company regarding the tax treatment of the merger. The waiting period under the Hart-Scott-Rodino Act expired on February 25, 2009.

Neither TD AMERITRADE nor thinkorswim can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

### **Termination of the Merger Agreement (page 61)**

Either TD AMERITRADE or thinkorswim can terminate the merger agreement under certain circumstances, which would prevent the merger from being completed.

### **Termination Fee (page 63)**

A termination fee of \$20,000,000 may be payable by thinkorswim to TD AMERITRADE upon the termination of the merger agreement under several circumstances.

### **Regulatory Approvals Required for the Merger (page 46)**

TD AMERITRADE and thinkorswim have agreed to use reasonable best efforts to obtain as promptly as practicable all regulatory approvals that are required to complete the transactions contemplated by the merger agreement. These approvals include approval from or notices to foreign and state securities authorities, various other federal, state and foreign antitrust and regulatory authorities, including the Department of Justice and the Federal Trade Commission, and self-regulatory organizations. In addition, the indirect change in control of thinkorswim's broker-dealer subsidiary resulting from the merger is subject to approval by FINRA, and the indirect change of ownership of thinkorswim's Canadian broker-dealer subsidiary resulting from the merger is subject to approval by IIROC and a number of Canadian provincial securities commissions, including the Ontario Securities Commission.



Although neither TD AMERITRADE nor thinkorswim know of any reason why these regulatory approvals would not be obtained in a timely manner, neither TD AMERITRADE nor thinkorswim can be certain when or if the approvals will be obtained.

**Table of Contents**

**Board of Directors and Management of TD AMERITRADE following Completion of the Merger (page 43)**

The directors of thinkorswim and its subsidiaries will resign as of the effective time of the merger. The composition of TD AMERITRADE's board of directors and management is not anticipated to change in connection with the completion of the merger.

**The Rights of thinkorswim Stockholders will Change as a Result of the Merger (page 70)**

The rights of thinkorswim stockholders will change as a result of the merger due to differences in TD AMERITRADE's and thinkorswim's governing documents. This proxy statement/prospectus contains a summary description of stockholder rights under each of the TD AMERITRADE and thinkorswim governing documents and describes the material differences between them.

**thinkorswim will Hold its Special Meeting on June 9, 2009 (page 17)**

The special meeting will be held on June 9, 2009 at 9:00 AM, local time, at the Hilton New York located at 1335 Avenue of the Americas, New York, New York 10019. At the special meeting, thinkorswim stockholders will be asked to:

approve and adopt the merger agreement and the transactions contemplated thereby;

approve a stock option exchange program that will permit thinkorswim's eligible individuals to exchange underwater thinkorswim options for thinkorswim restricted stock units;

approve an amendment to thinkorswim's Second Amended and Restated 2001 Stock Option Plan to permit the grant of thinkorswim restricted stock units, which will be assumed by TD AMERITRADE if the merger is completed; and

approve the adjournment of the special meeting, if necessary, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement.

*Record Date.* Only holders of record at the close of business on April 24, 2009 will be entitled to vote at the special meeting. Each share of thinkorswim common stock is entitled to vote. As of the record date, 66,812,819 shares of thinkorswim common stock were outstanding, held by approximately 371 registered holders.

*Required vote.* Approval of the merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of thinkorswim common stock entitled to vote at the special meeting. Because approval is based on the affirmative vote of a majority of shares outstanding, a thinkorswim stockholder's failure to vote or an abstention will have the same effect as a vote against approval of the merger proposal.

Approval of each of the option exchange proposal, the plan amendment proposal and the adjournment proposal requires the affirmative vote of the holders of a majority of the shares entitled to vote and present in person or by proxy, and in the case of the adjournment proposal, even if less than a quorum is present. Because approval of each of these proposals requires the affirmative vote of a majority of shares present in person or by proxy, abstentions will have the same effect as a vote against these proposals.

**Information about the Companies (page 21)**

***TD AMERITRADE Holding Corporation***

TD AMERITRADE, a Delaware corporation, was established in 1971 as a local investment banking firm and began operations as a retail discount securities brokerage firm in 1975. TD AMERITRADE is a leading provider of securities brokerage services and technology-based financial services to retail investors and business partners, predominantly through the Internet, a national branch network and relationships with one of the largest groups of independent registered investment advisors. TD AMERITRADE common stock is traded on the NASDAQ Global Select Market under the symbol AMTD. The principal executive offices of

**Table of Contents**

TD AMERITRADE are located at 4211 South 102nd Street, Omaha, Nebraska 68127, and its telephone number is (402) 331-7856.

Additional information about TD AMERITRADE and its subsidiaries is included in documents incorporated by reference in this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 88.

***Tango Acquisition Corporation One***

Tango Acquisition Corporation One, a wholly-owned subsidiary of TD AMERITRADE, was formed solely for the purpose of consummating the merger. Tango Acquisition Corporation One has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement. The principal executive offices of Tango Acquisition Corporation One are located at 4211 South 102<sup>nd</sup> Street, Omaha, Nebraska 68127, and its telephone number is (402) 331-7856.

***Tango Acquisition Corporation Two***

Tango Acquisition Corporation Two, a wholly-owned subsidiary of TD AMERITRADE, was formed solely for the purpose of consummating the merger. Tango Acquisition Corporation Two has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement. The principal executive offices of Tango Acquisition Corporation Two are located at 4211 South 102<sup>nd</sup> Street, Omaha, Nebraska 68127, and its telephone number is (402) 331-7856.

***thinkorswim Group Inc.***

thinkorswim, a Delaware corporation, offers market-leading investor education and brokerage and related financial products and services for self-directed investors. The investor education segment offers a full range of investor education products and services that provide lifelong learning covering a broad range of financial products, including equity securities, options, fixed income, index products, futures, other derivatives and foreign exchange.

The brokerage segment is a leading online brokerage and provider of related technology-based financial services to self-directed options traders and retail investors. The online brokerage segment offers a broad range of products including equity securities, index products, exchange traded options, futures, mutual funds, bonds and foreign exchange. thinkorswim also provides unique scalable software, desktop, mobile and wireless front-end trading platforms that allow its customers to trade electronically and to implement complex multi-leg options strategies with single clicks.

thinkorswim common stock is traded on the NASDAQ Global Market under the symbol *SWIM*. The principal executive offices of thinkorswim are located at 45 Rockefeller Plaza, Suite 2012, New York, New York and its telephone number is (801) 816-6918.

Additional information about thinkorswim and its subsidiaries is included in documents incorporated by reference in this proxy statement/prospectus. See *Where You Can Find More Information* beginning on page 88.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF TD AMERITRADE**

The following selected financial data of TD AMERITRADE as of and for the five fiscal years in the period ended September 30, 2008, have been derived from TD AMERITRADE's audited historical financial statements and the selected financial data of TD AMERITRADE as of and for the three months ended December 31, 2008 and 2007 have been derived from TD AMERITRADE's unaudited consolidated financial statements. In the opinion of TD AMERITRADE's management, this information reflects all adjustments, which are all of a normal recurring nature, necessary for a fair presentation of this data for those periods. The data below are only a summary and should be read in conjunction with TD AMERITRADE's consolidated financial statements and accompanying notes, as well as TD AMERITRADE's management's discussion and analysis of financial condition and results of operations, all of which can be found in publicly available documents, including those incorporated by reference in this proxy statement/prospectus. For a complete list of documents incorporated by reference in this proxy statement/prospectus, see "Where You Can Find More Information" beginning on page 88.

	<b>Three Months Ended</b>		<b>Fiscal Year Ended</b>				
	<b>December 31, 2008</b>	<b>2007</b>	<b>Sept. 30, 2008</b>	<b>Sept. 30, 2007</b>	<b>Sept. 29, 2006*</b>	<b>Sept. 30, 2005</b>	<b>Sept. 24, 2004</b>
	<b>(In thousands, except per share amounts)</b>						
<b>Consolidated Statements of Income Data:</b>							
Net revenues	\$ 610,729	\$ 641,616	\$ 2,537,356	\$ 2,176,946	\$ 1,803,531	\$ 1,003,153	\$ 880,113
Total expenses	310,167	285,629	1,274,782	1,148,124	1,027,648	449,661	421,026
Other income		644	928	5,881	81,422		
Net income	184,398	240,839	803,917	645,900	526,759	339,753	282,818
Earnings per share basic	\$ 0.31	\$ 0.40	\$ 1.35	\$ 1.08	\$ 0.97	\$ 0.84	\$ 0.68
Earnings per share diluted	\$ 0.31	\$ 0.40	\$ 1.33	\$ 1.06	\$ 0.95	\$ 0.82	\$ 0.66
Weighted average shares outstanding basic	591,748	594,915	593,746	598,503	544,307	404,215	417,629
Weighted average shares outstanding diluted	600,601	604,388	603,133	608,263	555,465	413,167	426,972
Dividends declared per share	\$	\$	\$	\$	\$ 6.00	\$	\$
	<b>As of December 31,</b>		<b>Sept. 30,</b>	<b>Sept. 30,</b>	<b>As of Sept. 29,</b>	<b>Sept. 30,</b>	<b>Sept. 24,</b>

	2008	2007	2008	2007	2006*	2005	2004
	(In thousands)						
<b>Consolidated Balance Sheet Data:</b>							
Accounts and cash							
Receivables	\$ 1,154,155	\$ 494,317	\$ 674,135	\$ 413,787	\$ 363,650	\$ 171,064	\$ 137,3
Short-term investments	118,148		369,133	76,800	65,275	229,819	17,9
Other assets	12,495,222	18,859,233	15,951,522	18,092,327	16,558,469	16,417,110	15,277,0
Long-term obligations	1,434,860	1,474,907	1,444,544	1,481,948	1,710,712	45,736	37,8
Shareholders' equity	3,078,090	2,386,659	2,925,038	2,154,921	1,730,234	1,518,867	1,210,9

\* The growth in TD AMERITRADE's results of operations and increase in long-term obligations during fiscal 2006 was primarily due to the acquisition of TD Waterhouse Group, Inc. on January 24, 2006. TD AMERITRADE declared and paid a special cash dividend of \$6.00 per share during fiscal 2006 in connection with the TD Waterhouse acquisition.

**Table of Contents****SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF THINKORSWIM**

The following selected financial data of thinkorswim as of and for the years ended December 31, 2004 through 2008 have been derived from thinkorswim's audited consolidated financial statements. The data below are only a summary and should be read in conjunction with thinkorswim's consolidated financial statements and accompanying notes, as well as thinkorswim's management's discussion and analysis of financial condition and results of operations, all of which can be found in publicly available documents, including those incorporated by reference in this proxy statement/prospectus. For a complete list of documents incorporated by reference in this proxy statement/prospectus, see "Where You Can Find More Information" beginning on page 88.

	<b>Fiscal Year Ended</b>				
	<b>Dec. 31, 2008</b>	<b>Dec. 31, 2007*</b>	<b>Dec. 31, 2006</b>	<b>Dec. 31, 2005</b>	<b>Dec. 31, 2004</b>
	<b>(In thousands, except per share amounts)</b>				
<b>Consolidated Statements of Income</b>					
<b>Data:</b>					
Revenues	\$ 371,805	\$ 318,009	\$ 170,330	\$ 138,621	\$ 97,169
Operating expenses	287,921	285,240	214,471	154,845	109,079
Net income (loss)	56,117	22,435	(40,732)	(15,742)	(11,727)
Earnings per share - basic	\$ 0.85	\$ 0.36	\$ (0.90)	\$ (0.35)	\$ (0.26)
Earnings per share - diluted	\$ 0.82	\$ 0.34	\$ (0.90)	\$ (0.35)	\$ (0.26)
Weighted average shares outstanding - basic	66,201	62,942	45,042	44,933	45,045
Weighted average shares outstanding - diluted	68,485	65,790	45,042	44,933	45,045
	<b>Dec. 31, 2008</b>	<b>Dec. 31, 2007*</b>	<b>As of Dec. 31, 2006</b>	<b>Dec. 31, 2005</b>	<b>Dec. 31, 2004</b>
	<b>(In thousands)</b>				
<b>Consolidated Balance Sheet Data:</b>					
Cash, cash equivalents and marketable securities	\$ 82,560	\$ 63,080	\$ 75,064	\$ 28,337	\$ 24,576
Total assets	510,342	509,330	131,637	72,699	49,778
Deferred revenues	110,783	161,870	159,575	77,516	40,378
Total liabilities	285,689	347,435	195,288	96,438	57,010
Stockholders' equity (deficit)	224,653	161,895	(63,651)	(23,739)	(7,232)

\* The growth in thinkorswim Group Inc.'s results of operations and changes in the total assets and liabilities during fiscal 2007 was primarily due to the acquisition of thinkorswim Holdings, Inc. on February 15, 2007.





**Table of Contents****COMPARATIVE PER SHARE DATA**

The following table shows historical information about TD AMERITRADE's and thinkorswim's respective earnings per share and book value per share, and similar information reflecting the merger, referred to as pro forma information. In presenting the comparative pro forma information for the periods shown, TD AMERITRADE assumed that the merger was completed.

TD AMERITRADE is required to account for the merger as a purchase of a business, as that phrase is used under generally accepted accounting principles, for accounting and financial reporting purposes. Under purchase accounting, the assets acquired (including identifiable intangible assets) and liabilities assumed (including executory contracts and other commitments) of thinkorswim as of the completion of the merger, will be recorded at their respective fair values and added to those of TD AMERITRADE. Any excess of the purchase price over the fair values will be recorded as goodwill. The financial statements of TD AMERITRADE issued after the merger will reflect these fair values and will not be restated retroactively to reflect the historical financial position or results of operations of thinkorswim.

The pro forma financial information includes estimated adjustments to record certain assets and liabilities of thinkorswim at their respective fair values. These pro forma adjustments are subject to updates as additional information becomes available and as additional analyses are performed. Certain other assets and liabilities of thinkorswim will also be subject to adjustment to their respective fair values. Pending more detailed analyses, no pro forma adjustments are included for those assets and liabilities, including additional intangible assets that may be identified. Any change in the fair value of the net assets of thinkorswim will change the amount of the purchase price allocable to goodwill. Additionally, changes to thinkorswim's stockholders' equity, including net income through the date the merger is completed, will change the amount of goodwill recorded. The final adjustments may differ materially from the pro forma adjustments reflected in this proxy statement/prospectus.

We also anticipate that the merger will provide TD AMERITRADE with financial benefits that include increased revenue and reduced operating expenses, but these financial benefits are not reflected in the pro forma information. Accordingly, the pro forma information does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of TD AMERITRADE would have been had TD AMERITRADE and thinkorswim been combined during the periods presented.

The information in the following table is based on historical financial information and related notes for thinkorswim and TD AMERITRADE. You should read the summary financial information provided in the following table together with historical financial information and related notes. The historical financial information of thinkorswim and TD AMERITRADE is also incorporated into this document by reference. See "Where You Can Find More Information" beginning on page 88 for a description of where you can find this historical information.

<b>TD AMERITRADE</b>		<b>thinkorswim</b>	
<b>Year Ended</b>	<b>Year Ended</b>	<b>Year Ended</b>	
<b>Sept. 30,</b>	<b>Sept. 30,</b>	<b>December 31,</b>	
<b>2008</b>	<b>2008</b>	<b>2008</b>	
<b>Historical</b>	<b>Pro Forma Combined</b>	<b>Historical</b>	<b>Pro Forma Equivalent(1)</b>

Earnings per share:

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Basic	\$	1.35	\$	1.33	\$	0.85	\$	0.86
Diluted	\$	1.33	\$	1.31	\$	0.82	\$	0.85
Book value per share at period end	\$	4.93	\$	5.43	\$	3.38	\$	3.53

**Table of Contents**

	<b>TD AMERITRADE Three Months Ended December 31, 2008</b>		<b>thinkorswim Three Months Ended December 31, 2008</b>	
	<b>Historical</b>	<b>Pro Forma Combined</b>	<b>Historical</b>	<b>Pro Forma Equivalent(1)</b>
Earnings per share:				
Basic	\$ 0.31	\$ 0.30	\$ 0.09	\$ 0.20
Diluted	\$ 0.31	\$ 0.29	\$ 0.09	\$ 0.19
Book value per share at period end	\$ 5.22	\$ 5.72	\$ 3.38	\$ 3.72

(1) The pro forma thinkorswim equivalent per share amounts were calculated by applying an exchange ratio of 0.65 to the pro forma combined earnings and book value per share. The exchange ratio used in this pro forma table reflects the value of the per share merger consideration of \$8.67 divided by the value of a share of TD AMERITRADE common stock of \$13.40, with each of the numerator and denominator calculated based on the average of the closing price for TD AMERITRADE common stock for the five trading day period ended January 12, 2009. The final ratio of the per share merger consideration to the value of a share of TD AMERITRADE common stock will vary based on the trading price of TD AMERITRADE common stock.

**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains or incorporates by reference a number of forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by, or including the words could, would, should, target, plan, believe, expect, intend, anticipate, estimate, project, potential, possible or other similar expressions. In particular, forward-looking statements contained in this proxy statement/prospectus include expectations regarding the financial conditions, results of operations, earnings outlook and prospects of TD AMERITRADE, thinkorswim and the potential combined company and may include statements regarding the period following the completion of the merger.

The forward-looking statements involve certain risks and uncertainties and may differ materially from actual results. The ability of either TD AMERITRADE or thinkorswim to predict results or the actual effects of its plans and strategies, or those of the combined company, is subject to inherent uncertainty. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth on page 12 under Risk Factors, as well as, among others, the following:

factors discussed and identified in public filings with the SEC made by TD AMERITRADE or thinkorswim;

the effect of changes in domestic and global economic conditions in general;

the completion of the merger is dependent on, among other things, receipt of stockholder and regulatory approvals, the timing of which cannot be predicted with precision and which may not be received at all;

the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events and unanticipated tax consequences of the merger;

the exposure to litigation, including the possibility that litigation relating to the merger agreement and related transactions could delay or impede the completion of the merger;

the integration of thinkorswim's business and operations with those of TD AMERITRADE may take longer than anticipated, may be more costly than anticipated and may have unanticipated adverse results relating to thinkorswim's or TD AMERITRADE's existing businesses; and

the anticipated cost savings and other synergies of the merger may take longer to be realized or may not be achieved in their entirety, and attrition in key client, partner and other relationships relating to the merger may be greater than expected.

You are cautioned not to place undue reliance on these statements, which speak only as of the date of this proxy statement/prospectus or the date of any document incorporated by reference in this document. Except to the extent required by applicable law or regulation, TD AMERITRADE and thinkorswim undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to TD AMERITRADE or thinkorswim or any person acting on their

behalf are expressly qualified in their entirety by the preceding cautionary statement.

**Table of Contents**

**RISK FACTORS**

*In addition to the other information included in and incorporated by reference into this proxy statement/prospectus, including the matters addressed in the section entitled **Cautionary Statement Regarding Forward-Looking Statements** beginning on page 11, you should carefully consider the following risk factors before deciding whether to vote for approval of the merger proposal, the option exchange proposal, the plan amendment proposal and the adjournment proposal. In addition, you should read and consider the risks associated with the business of TD AMERITRADE because these risks will also affect the combined company. These risks can be found in TD AMERITRADE's Annual Report on Form 10-K for the fiscal year ended September 30, 2008 and its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2008, which are filed with the SEC and incorporated by reference into this proxy statement/prospectus. You should also read and consider the other information in this proxy statement/prospectus and the other documents incorporated by reference into this proxy statement/prospectus. See the section entitled **Where You Can Find More Information** beginning on page 88.*

***Because thinkorswim stockholders will receive in the merger (in addition to cash) a fixed number of shares of TD AMERITRADE common stock rather than a fixed value, if the market price of TD AMERITRADE common stock declines, the value of the TD AMERITRADE common stock to be received by thinkorswim stockholders will also decline.***

Upon completion of the merger, each share of thinkorswim common stock will be converted into merger consideration consisting of an amount of cash of \$3.34, without interest and less any required withholding under United States federal, state, local or foreign law, and 0.3980 of a share of TD AMERITRADE common stock. The market value of the merger consideration may vary from the closing price of TD AMERITRADE common stock on the date the merger was announced, on the date that this document was mailed to thinkorswim stockholders, on the date of the special meeting of the thinkorswim stockholders and on the date of completion of the merger and thereafter. Any change in the market price of TD AMERITRADE common stock prior to completion of the merger will affect the market value of the merger consideration that thinkorswim stockholders will receive upon completion of the merger. Accordingly, at the time of the special meeting, thinkorswim stockholders will not know or be able to calculate the market value of the merger consideration they would receive upon completion of the merger. Neither company is permitted to terminate the merger agreement or resolicit the vote of thinkorswim stockholders solely because of changes in the market prices of either company's stock. There will be no adjustment to the merger consideration for changes in the market price of either shares of TD AMERITRADE common stock or shares of thinkorswim common stock. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in the respective businesses, operations and prospects of TD AMERITRADE and thinkorswim, or regulatory considerations. Many of these factors are beyond the control of TD AMERITRADE and thinkorswim. You should obtain current market quotations for shares of TD AMERITRADE common stock and for