

TD AMERITRADE HOLDING CORP
Form SC 13D/A
December 23, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

TD AMERITRADE Holding Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

872364Y108

(CUSIP Number)

J. Joe Ricketts
Marlene M. Ricketts
TD AMERITRADE Holding Corporation
200 South 108th Avenue
Omaha, Nebraska 68154

with a copy to:

Alan L. Dye
C. Alex Bahn
Hogan Lovells US LLP
555 Thirteenth Street, NW
Washington, D.C. 20007
(202) 637-5737

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 15, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 872364Y108

1 NAMES OF
REPORTING PERSONS

J. Joe Ricketts

I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY):

2 CHECK THE
APPROPRIATE BOX IF (a) x
A MEMBER OF A
GROUP
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
(SEE INSTRUCTIONS)

OO

5 CHECK IF
DISCLOSURE OF
LEGAL PROCEEDINGS o
IS REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

7 SOLE
VOTING
POWER

36,274,906

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SOLE
9 DISPOSITIVE
POWER

36,274,906

SHARED
10 DISPOSITIVE
POWER

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

36,274,906

12 CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.7% 2

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

¹Based on the provisions relating to voting agreements and the grant of proxies contained in the Stockholders Agreement, dated as of June 22, 2005, among the Issuer, The Toronto-Dominion Bank ("TD"), TD Luxembourg International Holdings S.à r.l., and each of the Reporting Persons (as amended, the "Stockholders Agreement"), the Reporting Persons may be deemed to share voting power over the shares of Common Stock beneficially owned by TD. Based on information set forth in Amendment No. 18 to the statement on Schedule 13D filed by TD, as of February 13, 2014, TD beneficially owned, in the aggregate, 222,919,287 shares of Common Stock representing approximately 41.0% of the outstanding shares of Common Stock (calculated based on the 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on

Form 10-K for the fiscal year ended September 30, 2014). The Reporting Persons disclaim beneficial ownership of all shares held by TD. However, as described in response to Item 6 of the Original Statement, the Reporting Persons and TD acknowledge that they constitute a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act") with respect to TD AMERITRADE. Each of J. Joe Ricketts and Marlene M. Ricketts also disclaims beneficial ownership of all shares held by the J. Joe Ricketts 1996 Dynasty Trust and the Marlene M. Ricketts 1994 Dynasty Trust, and each of the trusts disclaims beneficial ownership of the shares held by J. Joe Ricketts and Marlene M. Ricketts.

²Based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

CUSIP NO. 872364Y108

1 NAMES OF
REPORTING PERSONS

Marlene M. Ricketts

I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS
(ENTITIES ONLY):

2 CHECK THE
APPROPRIATE BOX IF (a) x
A MEMBER OF A
GROUP
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
(SEE INSTRUCTIONS)

5 CHECK IF
DISCLOSURE OF
LEGAL PROCEEDINGS o
IS REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

7 SOLE
VOTING
POWER

13,873,725

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SOLE
9 DISPOSITIVE
POWER

13,873,725

SHARED
10 DISPOSITIVE
POWER

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

13,873,725

12 CHECK IF THE
AGGREGATE
AMOUNT IN ROW (11)
EXCLUDES CERTAIN ^{x3}
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

2.6% ⁴

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

³Based on the provisions relating to voting agreements and the grant of proxies contained in the Stockholders Agreement, the Reporting Persons may be deemed to share voting power over the shares of Common Stock beneficially owned by TD. Based on information set forth in Amendment No. 18 to the statement on Schedule 13D filed by TD, as of February 13, 2014, TD beneficially owned, in the aggregate, 222,919,287 shares of Common Stock representing approximately 41.0% of the outstanding shares of Common Stock (calculated based on the 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014). The Reporting Persons disclaim beneficial ownership of all shares held by TD. However, as described in response to Item 6 of the Original

Statement, the Reporting Persons and TD acknowledge that they constitute a "group" for purposes of Section 13(d) of the Exchange Act with respect to TD AMERITRADE. Each of J. Joe Ricketts and Marlene M. Ricketts also disclaims beneficial ownership of all shares held by the J. Joe Ricketts 1996 Dynasty Trust and the Marlene M. Ricketts 1994 Dynasty Trust, and each of the trusts disclaims beneficial ownership of the shares held by J. Joe Ricketts and Marlene M. Ricketts.

⁴Based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

CUSIP NO. 872364Y108

1 NAMES OF
REPORTING PERSONS

J. Joe Ricketts 1996
Dynasty Trust

I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS (ENTITIES
ONLY):

2 CHECK THE
APPROPRIATE BOX IF (a) x
A MEMBER OF A
GROUP

(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS
(SEE INSTRUCTIONS)

5 CHECK IF
DISCLOSURE OF
LEGAL PROCEEDINGS o
IS REQUIRED
PURSUANT TO ITEMS
2(d) OR 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

7 SOLE
VOTING
POWER

8,186,688

8 SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

SOLE
9 DISPOSITIVE
POWER

8,186,688

SHARED
10 DISPOSITIVE
POWER

11 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

8,186,688

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11)
EXCLUDES CERTAIN ^{x5}
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

1.5%6

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

OO - Trust

⁵Based on the provisions relating to voting agreements and the grant of proxies contained in the Stockholders Agreement, the Reporting Persons may be deemed to share voting power over the shares of Common Stock beneficially owned by TD. Based on information set forth in Amendment No. 18 to the statement on Schedule 13D filed by TD, as of February 13, 2014, TD beneficially owned, in the aggregate, 222,919,287 shares of Common Stock representing approximately 41.0% of the outstanding shares of Common Stock (calculated based on the 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014). The Reporting Persons disclaim beneficial ownership of all shares held by TD. However, as described in response to Item 6 of the Original

Statement, the Reporting Persons and TD acknowledge that they constitute a "group" for purposes of Section 13(d) of the Exchange Act with respect to TD AMERITRADE. Each of J. Joe Ricketts and Marlene M. Ricketts also disclaims beneficial ownership of all shares held by the J. Joe Ricketts 1996 Dynasty Trust and the Marlene M. Ricketts 1994 Dynasty Trust, and each of the trusts disclaims beneficial ownership of the shares held by J. Joe Ricketts and Marlene M. Ricketts.

⁶Based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

CUSIP NO. 872364Y108

1 NAMES OF REPORTING PERSONS

Marlene M.
Ricketts 1994 Dynasty
Trust

I.R.S.
IDENTIFICATION
NOS. OF ABOVE
PERSONS (ENTITIES
ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

4,186,112

8 SHARED VOTING
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

POWER

SOLE
9 DISPOSITIVE
POWER

4,186,112

SHARED
10 DISPOSITIVE
POWER

11 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

4,186,112

12 CHECK IF THE
AGGREGATE AMOUNT
IN ROW (11)
EXCLUDES CERTAIN ⁷
SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

0.8% 8

14 TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

OO - Trust

7

Based on the provisions relating to voting agreements and the grant of proxies contained in the Stockholders Agreement, the Reporting Persons may be deemed to share voting power over the shares of Common Stock beneficially owned by TD. Based on information set forth in Amendment No. 18 to the statement on Schedule 13D filed by TD, as of February 13, 2014, TD beneficially owned, in the aggregate, 222,919,287 shares of Common Stock representing approximately 41.0% of the outstanding shares of Common Stock (calculated based on the 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its

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Annual Report on Form 10-K for the fiscal year ended September 30, 2014). The Reporting Persons disclaim beneficial ownership of all shares held by TD. However, as described in response to Item 6 of the Original Statement, the Reporting Persons and TD acknowledge that they constitute a "group" for purposes of Section 13(d) of the Exchange Act with respect to TD AMERITRADE. Each of J. Joe Ricketts and Marlene M. Ricketts also disclaims beneficial ownership of all shares held by the J. Joe Ricketts 1996 Dynasty Trust and the Marlene M. Ricketts 1994 Dynasty Trust, and each of the trusts disclaims beneficial ownership of the shares held by J. Joe Ricketts and Marlene M. Ricketts.

⁸Based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

CUSIP NO. 872364Y108

This Amendment No. 12 hereby amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on January 25, 2006 (the "Original Statement"), as amended by Amendment No. 1 to Schedule 13D filed with the SEC on March 10, 2006, Amendment No. 2 to Schedule 13D filed with the SEC on August 16, 2006, Amendment No. 3 to Schedule 13D filed with the SEC on February 25, 2009, Amendment No. 4 to Schedule 13D filed with the SEC on August 11, 2009, Amendment No. 5 to Schedule 13D filed with the SEC on October 23, 2009, Amendment No. 6 to Schedule 13D filed with the SEC on August 17, 2010, Amendment No. 7 to Schedule 13D filed with the SEC on July 12, 2013, Amendment No. 8 to Schedule 13D filed with the SEC on October 10, 2013, Amendment No. 9 to Schedule 13D filed with the SEC on March 10, 2014, Amendment No. 10 to Schedule 13D filed with the SEC on March 17, 2014 and Amendment No. 11 to Schedule 13D filed with the SEC on March 21, 2014 (as it may be amended from time to time hereafter, the "Statement"), in each case filed by the Reporting Persons with respect to the Common Stock, \$0.01 par value (the "Common Stock"), of TD AMERITRADE Holding Corporation, a Delaware corporation ("TD AMERITRADE" or the "Issuer"). Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 12 shall have the respective meanings herein as are given to such terms in the Statement.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) and (b) The following table sets forth the aggregate number and percentage of shares of Common Stock beneficially owned by each of the Reporting Persons individually and by all of the Reporting Persons together. The percentage of shares of Common Stock beneficially owned was determined based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 (as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014). Each Reporting Person has the sole power to vote and dispose of the shares of Common Stock shown below as being held by such Reporting Person.

| Name | Number of Shares | Percent | |
|---|------------------|---------|---|
| J. Joe Ricketts(1) | 36,274,906 | 6.7 | % |
| Marlene M. Ricketts(2) | 13,873,725 | 2.6 | % |
| J. Joe Ricketts 1996 Dynasty Trust(3) | 8,186,688 | 1.5 | % |
| Marlene M. Ricketts 1994 Dynasty Trust(4) | 4,186,112 | 0.8 | % |
| Total: | 62,521,431 | 12.1 | % |

(1) The shares do not include shares held by Marlene M. Ricketts, his spouse.

(2) The shares do not include shares held by J.

- Joe Ricketts, her spouse.
The J. Joe Ricketts 1996
Dynasty Trust is
composed of two trusts
having identical terms.
One of the trusts
(3) beneficially owns
4,852,334 shares and the
other beneficially owns
3,334,354 shares. The
trustee of both trusts is
RPTC Inc.
The trustee of the
(4) Marlene M. Ricketts
1994 Dynasty Trust is
RPTC Inc.

Based on the provisions relating to voting agreements and the grant of proxies contained in the Stockholders Agreement, the Reporting Persons may be deemed to share voting power over the shares beneficially owned by TD. Based on information set forth in Amendment No. 18 to the statement on Schedule 13D filed by TD, as of February 13, 2014, TD beneficially owned, in the aggregate, 222,919,287 shares of Common Stock representing approximately 41.0% of the outstanding shares of Common Stock (such beneficial ownership percentage based on 543,824,055 shares of Common Stock outstanding as of November 7, 2014 as reported by TD AMERITRADE in its Annual Report on Form 10-K for the fiscal year ended September 30, 2014). The Reporting Persons disclaim beneficial ownership of all shares held by TD. However, as described in response to Item 6 of the Original Statement, the Reporting Persons and TD acknowledge that they constitute a "group" for purposes of Section 13(d) of the Exchange Act with respect to TD AMERITRADE. Each of J. Joe Ricketts and Marlene M. Ricketts also disclaims beneficial ownership of all shares held by the J. Joe Ricketts 1996 Dynasty Trust and the Marlene M. Ricketts 1994 Dynasty Trust, and each of the trusts disclaims beneficial ownership of the shares held by J. Joe Ricketts and Marlene M. Ricketts.

All information contained in the Statement relating to TD is based on information provided by TD in its most recent amendment to its report on Schedule 13D. While the Reporting Persons have no reason to believe that such information is inaccurate or incomplete, the Reporting Persons do not assume any responsibility for the accuracy or completeness of such information.

(c) The disclosure in Item 6 below is incorporated by reference herein. Except as described in Item 6, none of the Reporting Persons has engaged in any transaction during the past 60 days in any shares of Common Stock.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Statement is hereby amended and supplemented as follows:

On December 15, 2014, the Marlene M. Ricketts 1994 Dynasty Trust sold to UBS AG, London Branch a covered call option with respect to 3,000,000 shares of Common Stock (the "Call Option"). The Call Option is a European-style option under which UBS will purchase an aggregate of 3,000,000 shares of Common Stock from the Marlene M. Ricketts 1994 Dynasty Trust on June 25, 2015 at a price of \$36.2518 per share if the Call Option is in the money on

that date. In connection with the Call Option, the Marlene M. Ricketts 1994 Dynasty Trust, UBS AG, London Branch and UBS AG, Stamford Branch, entered into a Pledge and Security Agreement (the "Pledge Agreement"), pursuant to which the trust agreed to deliver to UBS 3,000,000 shares of Common Stock as collateral to secure its obligations under the Call Option. During the pendency of the Pledge Agreement, the trust retains the right to receive ordinary cash dividends on, and vote, the shares pledged as collateral. The foregoing descriptions of the Call Option and the Pledge Agreement are qualified in their entirety by reference to the Call Option documentation, forms of which are filed as Exhibits 99.17 and 99.18 hereto, and the Pledge Agreement, a form of which is filed as Exhibit 99.19 hereto, all of which are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Statement is hereby amended and supplemented to include the following Exhibits:

Exhibit 99.17. Form of Master Agreement for Equity Options.

Exhibit 99.18 Form of Confirmation (Call Option).

Exhibit 99.19 Form of Pledge and Security Agreement.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: December 23, 2014

/s/ J. Joe Ricketts
J. Joe Ricketts, individually

/s/ Marlene M. Ricketts
Marlene M. Ricketts, individually

J. JOE RICKETTS 1996 DYNASTY TRUST

By: RPTC Inc., as trustee

By: /s/ Alfred Levitt
Alfred, Levitt, trust officer

MARLENE M. RICKETTS 1994 DYNASTY TRUST

By: RPTC Inc., as trustee

By: /s/ Alfred Levitt
Alfred Levitt, trust officer