TD AMERITRADE HOLDING CORP
Form 8-K
October 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 17, 2014

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

Delaware	1-35509	82-0543156
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

200 South 108th Avenue Omaha, Nebraska	68154
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (402) 331-7856

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On October 17, 2014, TD Ameritrade Holding Corporation (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the "Underwriters"), with respect to the offering and sale by the Company of $500,000,000 aggregate principal amount of its 3.625% Senior Notes due 2025 (the "Notes"). The Notes have been offered pursuant to the Prospectus Supplement, dated October 17, 2014, to the Prospectus dated September 29, 2014, filed as part of the Registration Statement on Form S-3 (Registration No. 333-185286) that became effective when filed with the Securities and Exchange Commission (the "SEC") on December 5, 2012, as amended by Post-Effective Amendment No. 1 thereto, filed on September 29, 2014. The offering of the Notes closed on October 22, 2014.

The Notes were issued pursuant to an Indenture, dated as of October 22, 2014, between the Company and U.S. Bank National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of October 22, 2014, among the Company and the Trustee (the "Supplemental Indenture").

The Notes will bear interest at a rate of 3.625% payable semi-annually on April 1 and October 1 of each year, beginning on April 1, 2015. The Notes will mature on April 1, 2025.

The Company intends to use the net proceeds from the sale of the Notes, together with cash on hand, to repay the $500 million aggregate principal amount of the Company's 4.150% senior notes that mature on December 1, 2014.

The foregoing descriptions of the Underwriting Agreement, the Indenture, the Supplemental Indenture, and the Notes are qualified in their entirety by reference to the complete terms and conditions of the Underwriting Agreement, the Indenture, the Supplemental Indenture, and the form of Note, which are attached hereto as Exhibits 1.1, 4.1, 4.2 and 4.3, respectively, and incorporated by reference herein. In connection with the issuance of the Notes, Wachtell, Lipton, Rosen & Katz provided the Company with the legal opinion attached to this Current Report on Form 8-K as Exhibit 5.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description contained under Item 1.01 above is hereby incorporated by reference in its entirety into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of October 17, 2014, among TD Ameritrade Holding Corporation and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
4.1	Indenture, dated October 22, 2014, between TD Ameritrade Holding Corporation and U.S. Bank National Association, as trustee.
4.2	Form of 3.625% Senior Note due 2025 (included in Exhibit 4.1).
4.3	Supplemental Indenture, dated October 22, 2014, between TD Ameritrade Holding Corporation and U.S. Bank National Association, as trustee.
5.1	Opinion of Wachtell, Lipton, Rosen & Katz.
12.1	Computation of Pro Forma Ratios of Earnings to Fixed Charges.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 23, 2014

TD AMERITRADE HOLDING CORPORATION

By: /s/ WILLIAM J. GERBER
William J. Gerber
Executive Vice President, Chief Financial Officer