

TD AMERITRADE HOLDING CORP

Form SC 13D/A

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

TD Ameritrade Holding Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

87236Y 10 8

(CUSIP Number)

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The Toronto-Dominion Bank

Toronto-Dominion Centre

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

May 17, 2006

(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. o

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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NAMES OF REPORTING PERSONS:

1

The Toronto-Dominion Bank

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

13-5640479

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Canada

SOLE VOTING POWER:

7

NUMBER OF 228,707,650*

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

23,941

EACH	SOLE DISPOSITIVE POWER:
REPORTING PERSON	9 228,731,591*
WITH	SHARED DISPOSITIVE POWER:
	10 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
228,731,591*

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
37.5%*(1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
BK

* As described in the statement on Schedule 13D filed jointly by The Toronto-Dominion Bank and TD Discount Brokerage Holdings LLC on January 25, 2006 (the Original Statement), based on the provisions relating to voting agreements and (except with respect to the Ricketts Grandchildren Trust) the grant of proxies contained in the Stockholders Agreement, the TD Entities may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in Amendment No. 1 to the statement on Schedule 13D filed by the Ricketts Parties (the Ricketts Statement), as of February 22, 2006, the Ricketts Parties beneficially owned, in the aggregate, 111,274,650 shares of Issuer Common Stock (as defined herein), representing approximately 18.3% of the outstanding shares of Issuer Common Stock. The TD Entities disclaim beneficial ownership of all shares held by the Ricketts Parties. The number of shares reported as held by the TD Entities does not include shares held by the Ricketts Parties. However, as described in Item 6 of the Original Statement, the TD Entities and the Ricketts Parties 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. (1) Based on 609,758,593 shares of Issuer Common stock outstanding as of April 28, 2006, as reported by the Issuer in its Quarterly Report on Form 10Q for the quarter ended March 31, 2006.

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NAMES OF REPORTING PERSONS:

1

TD Discount Brokerage Holdings LLC

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

20-4135150

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO, WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 196,300,000*

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER: 196,300,000*
WITH	10	SHARED DISPOSITIVE POWER: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

196,300,000*

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

o

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

32.2%*(1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

* As described in the Original Statement, based on the provisions relating to voting agreements and (except with respect to the Ricketts Grandchildren Trust) the grant of proxies contained in the Stockholders Agreement, the TD Entities may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in the Ricketts Statement, as of February 22, 2006, the Ricketts Parties beneficially owned, in the aggregate, 111,274,650 shares of Issuer Common Stock, representing approximately 18.3% of the outstanding shares of Issuer Common Stock. The TD Entities disclaim beneficial ownership of all shares held by the Ricketts Parties. The number of shares reported as held by the TD Entities does not include shares held by the Ricketts Parties. However, as described in Item 6 of the Original Statement, the TD Entities and the Ricketts Parties acknowledge that they constitute a group, for purposes of Section 13(d) of the Exchange Act, with respect to TD Ameritrade.

(1) Based on 609,758,593 shares of Issuer Common stock outstanding as of April 28, 2006, as reported by the Issuer in its Quarterly Report on Form 10Q for the quarter ended March 31, 2006.

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NAMES OF REPORTING PERSONS:

1

TD Discount Brokerage Acquisition LLC

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

20-4163355

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 32,400,000*

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH	SOLE DISPOSITIVE POWER:
REPORTING PERSON	9 32,400,000*
WITH	SHARED DISPOSITIVE POWER:
	10 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
32,400,000*

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
5.3%*(1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO

* As described in the Original Statement, based on the provisions relating to voting agreements and (except with respect to the Ricketts Grandchildren Trust) the grant of proxies contained in the Stockholders Agreement, the TD Entities may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in the Ricketts Statement, as of February 22, 2006, the Ricketts Parties beneficially owned, in the aggregate, 111,274,650 shares of Issuer Common Stock, representing approximately 18.3% of the outstanding shares of Issuer Common Stock. The TD Entities disclaim beneficial ownership of all shares held by the Ricketts Parties. The number of shares reported as held by the TD Entities does not include shares held by the Ricketts Parties. However, as described in Item 6 of the Original Statement, the TD Entities and the Ricketts Parties acknowledge that they constitute a group, for purposes of Section 13(d) of the Exchange Act, with respect to TD Ameritrade.

(1) Based on 609,758,593 shares of Issuer Common stock outstanding as of April 28, 2006, as reported by the Issuer in its Quarterly Report on Form 10Q for the quarter ended March 31, 2006.

Schedule 13D

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Item 1. Security and Issuer

This Amendment No. 5 hereby amends and supplements the statement of beneficial ownership on Schedule 13D, relating to the common stock, \$0.01 par value per share (the Issuer Common Stock), of TD Ameritrade Holding Corporation, a Delaware corporation (the Issuer), initially filed on January 25, 2006, as amended by Amendment No. 1 thereto filed on February 24, 2006, Amendment No. 2 thereto filed on April 14, 2006, Amendment No. 3 thereto filed on May 5, 2006 and Amendment No. 4 thereto filed on May 11, 2006 (as amended, and as it may be further amended from time to time, this Statement), by The Toronto-Dominion Bank (TD), TD Discount Brokerage Holding LLC (TDDBH) and TD Discount Brokerage Acquisition LLC (TDDBA) with respect to the items set forth below. Unless otherwise indicated herein, capitalized terms used and not defined in this Amendment No. 5 shall have the respective meanings herein as are ascribed to such terms in the Statement.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and supplemented by the following:

The total consideration paid by TDDBA in connection with the purchase of the 7,772,700 shares of Issuer Common Stock acquired by it from May 10, 2006 through May 17, 2006 was approximately \$141.2 million, all of which was provided to TDDBA through capital contributions from TD through TD's cash on hand. The TD Entities anticipate that any additional shares acquired as described in Item 4 below will also be funded through capital contributions to TDDBA from TD's cash on hand.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended and supplemented by the following:

The TD Entities currently intend, subject to market conditions and other considerations, to acquire additional shares of Issuer Common Stock in order to increase their Beneficial Ownership, together with any shares beneficially owned by their Affiliates (each as defined in the Stockholders Agreement), to approximately 39.9% of the outstanding Issuer Common Stock, the maximum currently permitted by the Stockholders Agreement. However, the TD Entities are not obligated to make any such acquisitions and may elect to purchase only a portion of such shares, or none at all.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and supplemented by the following:

(a) and (b). As of May 17, 2006, TDDBA and TDDBH were the record and beneficial owners of 32,400,000 shares and 196,300,000 shares of Issuer Common Stock, respectively, representing approximately 5.3% and 32.2%, respectively, of the outstanding shares of Issuer Common Stock. TD, as the sole member of each of TDDBH and TDDBA, controls TDDBH and TDDBA and accordingly beneficially owns the shares of Issuer Common Stock held by each entity. Including such shares held by TDDBH and TDDBA and the shares beneficially owned by TD Waterhouse Canada, Inc. (TDWC), as described below, as of May 17, 2006, TD was the beneficial owner of 228,731,591 shares of Issuer Common Stock, representing approximately 37.5% of the outstanding shares of Issuer Common Stock. Of the 228,731,591 shares of Issuer Common Stock beneficially owned by TD as of May 17, 2006, 7,650 shares are owned by certain clients of TD Asset Management Inc. (TDAM), an institutional investment manager and wholly-owned subsidiary of TD, and mutual funds advised by TDAM, all in the ordinary course of its investment management business, with respect to which TDAM holds sole voting and dispositive power (such shares, the TDAM Shares). In addition, as previously disclosed, 23,941 of the shares beneficially owned by TD are owned by certain clients of, and managed by, TDWC in the ordinary course of TDWC's investment management business (such shares, together with the TDAM Shares, the Ordinary Course Shares). TDWC holds sole dispositive power and shared voting power (together with the respective client) with respect to such shares. The Ordinary Course Shares are not subject to the provisions of, or included in the calculation of TD's ownership limit under, the Stockholders Agreement.

Schedule 13D

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As of May 17, 2006, to the knowledge of the TD Entities, none of the individuals listed on Schedule I beneficially owns any shares of Issuer Common Stock.

(c) Except for the purchases by TDDBA as described below, none of the TD Entities nor, to the best of the TD Entities' knowledge, any of the individuals named in Schedule I hereto, has engaged in any transaction in shares of Issuer Common Stock since the TD Entities' most recent filing on Schedule 13D on May 11, 2006. Since such filing, TDAM acquired beneficial ownership of 400 Ordinary Course Shares pursuant to a transfer of a client account which included such shares.

Since the date of such filing, TDDBA acquired, pursuant to the Plan and, following completion of the Plan, open market purchases made in accordance with Rule 10b-18 under the Exchange Act, the following shares of Issuer Common Stock:

Date of Purchase	Number of Shares Purchased	Average Price Per Share (\$)
5/10/06	1,952,000	19.05
5/11/06	1,952,000	18.76
5/12/06	1,468,700	18.10
5/15/06	300,000	17.68
5/16/06	300,000	17.17
5/17/06	1,800,000	16.76

Schedule 13D

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE TORONTO-DOMINION BANK

By: /s/ Christopher A. Montague

Name: Christopher A. Montague

Title: Executive Vice President and General Counsel

TD DISCOUNT BROKERAGE HOLDINGS LLC

By: /s/ Brendan O Halloran

Name: Brendan O Halloran

TD DISCOUNT BROKERAGE ACQUISITION LLC

By: /s/ Brendan O Halloran

Name: Brendan O Halloran

Dated: May 18, 2006