

TD AMERITRADE HOLDING CORP

Form 8-K

April 17, 2012

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): April 11, 2012

TD Ameritrade Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-49992
(Commission

File Number)

82-0543156
(I.R.S. Employer

Identification No.)

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4211 South 102nd Street

Omaha, Nebraska

(Address of principal executive offices)

68127

(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 (see General Instruction A.2.):

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

Item 2.02 Results of Operations and Financial Condition

On April 17, 2012, the Registrant released its financial results for its second fiscal quarter ended March 31, 2012. A copy of the news release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On April 11, 2012, TD Ameritrade Holding Corporation provided written notice to the NASDAQ Stock Market that it intends to voluntarily delist its common stock from the NASDAQ Global Select Market at the close of trading on April 24, 2012 and intends to transfer the listing of its common stock to the New York Stock Exchange (the "NYSE") on April 25, 2012. TD Ameritrade has been authorized for listing on the NYSE, and its common stock will continue to trade under the stock symbol "AMTD" on the NYSE.

A copy of the press release issued by TD Ameritrade is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 News Release issued by the Registrant on April 17, 2012

99.2 TD Ameritrade's press release regarding the transfer of listing to the NYSE

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: April 17, 2012

TD AMERITRADE HOLDING

CORPORATION

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