

TORONTO DOMINION BANK
Form 4
September 20, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TD Luxembourg International
Holdings S.a r.l.

(Last) (First) (Middle)

46A, AVENUE DE LA GARE,

(Street)

LUXEMBOURG, N4 L-1610

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TD AMERITRADE HOLDING
CORP [AMTD]

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/18/2017		P		11,074,197	A	\$ 36.12
					233,993,484	D ⁽¹⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TD Luxembourg International Holdings S.a r.l. 46A, AVENUE DE LA GARE LUXEMBOURG, N4 L-1610		X		
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE P.O. BOX 1 TORONTO, A6 M5K1A2		X		
TD GROUP US HOLDINGS LLC 251 LITTLE FALLS DRIVE WILMINGTON, DE 19808		X		

Signatures

TD LUXEMBOURG INTERNATIONAL HOLDINGS S.A R.L., By: /s/ Yves Sawaya, Title: Board Manager	09/19/2017
__Signature of Reporting Person	Date
TD GROUP US HOLDINGS LLC, By: /s/ Manjit Singh, Title: Chief Financial Officer	09/19/2017
__Signature of Reporting Person	Date
TORONTO DOMINION BANK, By: /s/ Barbara Hooper, Title: EVP, Treasury and Corporate Development	09/19/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) The shares of common stock are owned directly by TD Luxembourg International Holdings S.a r.l., which is a wholly-owned subsidiary of TD Group US Holdings LLC, which is a wholly-owned subsidiary of The Toronto-Dominion Bank.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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