

AMERITRADE HOLDING CORP

Form POS AM

September 24, 2002

As filed with the Securities and Exchange Commission on September 24, 2002

Registration No. 333-87999

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERITRADE HOLDING CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

82-0543156
(I.R.S. Employer Identification No.)

4211 South 102nd Street
Omaha, Nebraska 68127
(Address of principal executive offices) (zip code)

Ellen L. S. Koplow, Esq.
Ameritrade Holding Corporation
134 National Business Parkway
Fourth Floor
Annapolis Junction, Maryland 20701
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (240) 568-3503

copy to

Carol S. Rivers, Esq.
Mayer, Brown, Rowe & Maw
190 S. LaSalle Street
Chicago, Illinois 60603

Approximate date of commencement of proposed sale to the public: From time to time after the Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

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This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-87999) is being filed pursuant to Rule 414 under the Securities Act of 1933 (the "Securities Act"), to reflect the completion by Ameritrade Online Holdings Corp. (formerly Ameritrade Holding Corporation), a Delaware corporation ("AOH"), of a corporate reorganization through which AOH became a wholly owned subsidiary of Ameritrade Holding Corporation (formerly Arrow Stock Holding Corporation), a Delaware corporation (the "Registrant"). The reorganization was effected pursuant to a Certificate of Merger on September 9, 2002 that was filed with and accepted by the Secretary of State of the State of Delaware. Pursuant to the Certificate of Merger, Arrow Merger Corp., a subsidiary of the Registrant, was merged with and into AOH with AOH as the surviving entity. The stockholders of AOH approved the merger at a special meeting of stockholders that was held on September 5, 2002. By virtue of the merger, each common share of AOH was automatically converted into one common share of the Registrant.

In accordance with paragraph (d) of Rule 414 under the Securities Act, the Registrant expressly adopts this registration statement as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934 (the "Exchange Act"). The applicable registration fees were paid at the time of the original filing of this registration statement. Pursuant to a Second Supplemental Indenture, dated as of August 30, 2002, between the Registrant, AOH and The Bank of New York, as trustee, (1) the Registrant assumed all of the obligations under the 5.75% Convertible Subordinated Notes due August 1, 2004 issued by AOH (the "Notes") and under the Indenture, dated as of August 4, 1999, between AOH and The Bank of New York, as trustee, and the First Supplemental Indenture, dated as of August 4, 1999, between AOH and The Bank of New York, as trustee and (2) the Notes became convertible into the common stock of the Registrant.

Item 12. Incorporation of documents by reference.

The following documents, which have heretofore been filed by the Registrant with the Securities and Exchange Commission (the "SEC") or assumed by the Registrant as the successor issuer to AOH are incorporated by reference herein and shall be deemed to be a part hereof:

- a. Form 10-K for the year ended September 28, 2001;
- b. Forms 10-Q for the quarters ended December 31, 2001, March 29, 2002 and June 28, 2002;
- c. Forms 8-K filed November 20, 2001, April 9, 2002, August 30, 2002, September 5, 2002 and September 16, 2002; and
- d. The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed on September 5, 2002.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and shall be deemed a part hereof from the date of filing of such documents.

The Registrant files reports, proxy statements and other information with the SEC under the Exchange Act. You may read and copy that information at the SEC's public reference room at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements other information about issuers, including the Registrant, that file electronically with the SEC. The address of that site is <http://www.sec.gov>.

The Registrant will provide at no charge upon oral or written request to each person, including any beneficial owner, to whom a prospectus forming part of this registration statement is delivered a copy of any or all of the information that has been incorporated by reference in the prospectus but not delivered with the prospectus. Such requests should be directed to Ameritrade Holding Corporation, 4211 South 102nd Street, Omaha, Nebraska 68127, Attention: Investor Relations (402) 331-7856.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, Nebraska, on September 24, 2002.

Ameritrade Holding Corporation

By: /s/ Joseph H. Moglia

Its: Joseph H. Moglia, Chief Executive Officer

Each person whose signature appears below constitutes and appoints each of J. Joe Ricketts, Joseph H. Moglia and John R. MacDonald such person's true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, to sign any and all amendments (including post-effective amendments) to this Post-Effective Amendment No. 1, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-------------------------|--|--------------------|
| /s Joseph H. Moglia | Chief Executive Officer (Principal Executive Officer) | September 24, 2002 |
| Joseph H. Moglia | | |
| /s/ John R. MacDonald | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | September 24, 2002 |
| John R. MacDonald | | |
| | Director | September , 2002 |
| J. Joe Ricketts | | |
| /s/ Michael D. Fleisher | Director | September 24, 2002 |
| Michael D. Fleisher | | |
| /s/ Glenn H. Hutchins | Director | September 24, 2002 |
| Glenn H. Hutchins | | |
| /s/ C. Kevin Landry | Director | September 24, 2002 |
| C. Kevin Landry | | |
| /s/ Mark L. Mitchell | Director | September 24, 2002 |
| Mark L. Mitchell | | |

| | | | | | |
|-----------|-------|-------|-------|------|-------|
| Signature | _____ | Title | _____ | Date | _____ |
|-----------|-------|-------|-------|------|-------|

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| /s/ Stephen Pagliuca | Director | September 24, 2002 |
|----------------------|----------|--------------------|

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| Stephen Pagliuca | _____ |
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EXHIBIT INDEX

| Exhibit Number | Description of Document |
|----------------|---|
| 2.1 | Second Amended and Restated Agreement and Plan of Merger, dated as of July 26, 2002, by and between Datek Online Holdings Corp., AOH, the Registrant, Arrow Merger Corp. and Dart Merger Corp. (incorporated by reference to Exhibit 2.1 of the Registrant's Registration Statement on Form S-4, File No. 333-88632, filed on August 5, 2002) |
| 4.1 | Form of Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to the Form 8-A filed September 5, 2002) |
| 4.2 | Form of Note for Registrant's 5.75% Convertible Subordinated Note, due August 1, 2004 (previously filed) |
| 4.3 | Indenture, dated as of August 4, 1999, between AOH and The Bank of New York, as trustee (previously filed) |
| 4.4 | First Supplemental Indenture, dated as of August 4, 1999, between AOH and The Bank of New York, as trustee (previously filed) |
| 4.5 | Registration Rights Agreement, dated August 4, 1999, between AOH and Goldman, Sachs & Co. (previously filed) |
| 4.6 | Second Supplemental Indenture, dated as of August 30, 2002, between Registrant, Ameritrade Online Holdings Corp. and The Bank of New York, as trustee |
| 5.1 | Opinion of Mayer, Brown, Rowe & Maw |
| 15.1 | Independent accountants' awareness letter |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Mayer, Brown, Rowe & Maw (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature pages hereto) |
| 25.1 | Statement of Eligibility of Trustee (previously filed) |