

AMERITRADE HOLDING CORP

Form DEFA14A

November 23, 2005

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AMERITRADE HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the
Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:
Common Stock

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Ameritrade Holding Corporation

Pursuant to Rule 14a-12 under the

Securities Exchange Act of 1934

Subject Company: Ameritrade Holding Corporation

Commission File No.: 000-49992

This filing consists of a joint communication by Ameritrade Holding Corporation and TD Waterhouse Group, Inc. to associates of Ameritrade and TD Waterhouse on November 23, 2005.

TD Ameritrade Integration Planning Update

Issue No. 11

November 23, 2005

Business Unit Announcements

This week, Ameritrade communicated operational, geographic, and staffing decisions to directly affected associates in:

Lobby Client Service

A high-level overview of the information communicated to this group is provided below. **As always, please keep in mind these decisions are contingent on the close of the acquisition.** Until that time, Ameritrade and TD Waterhouse¹ must continue to operate as competitors.

Lobby Client Service

TD Ameritrade will not provide walk-in service to clients in the lobbies of its Southroads and Headquarters locations in Omaha, Nebraska as well as its Fort Worth, Texas location.

We expect to offer lobby reps at all locations comparable positions within Brokerage Operations or other areas.

Leadership Announcements

Mike Chochon has been elected Treasurer of Ameritrade and will continue in this role after the close of the acquisition.

This week, associates learned of leadership appointments for TD Ameritrade's Brokerage Operations group. The individuals listed below will report to Bryce Engel, Chief Brokerage Operations Officer, following the close of the deal.

Felix Davidson, Ameritrade's current Managing Director, Call Center, has been selected to lead the strategic planning and current operations of TD Ameritrade's call centers, including New Accounts and Technology support.

Chris Nagy, Ameritrade's current Managing Director, Order Routing Sales and Strategy, has been selected to lead TD Ameritrade's implementation of Best Execution strategy as well as the development and enhancement of market center relationships in support of the client.

Tom Nally, TD Waterhouse's current Senior Vice President of Institutional Brokerage Services, has been selected to lead Institutional Service and Operations, responsible for trading, client service, operations and technology support for the Registered Investment Advisor business.

Jennifer Stringer, Ameritrade's current Managing Director, Technical Integration and Special Projects, has been selected to lead the development and implementation of strategy for Technology, Quality

Enhancement and service support for Brokerage Operations.

Gene Wolfson, TD Waterhouse's current President of Capital Markets, has been selected to lead this group in the combined company, responsible for executing our Capital Markets strategy.

Ameritrade and TD Waterhouse confidential material. Please remember that everything we disclose is proprietary to Ameritrade and

TD Waterhouse and must not be communicated outside of either firm.

Steve Woodward, Ameritrade's Managing Director, Clearing, has been selected to lead the combined company's Clearing group, which will include Trading, Processing Departments, Securities Lending, and Operations Management.

In addition to leading the Branch Network, John Bunch will be responsible for the TD Ameritrade Investment Centers, New Accounts Team and the Amerinvest Sales Team.

Outplacement Services

As a reminder, information regarding outplacement services is available on each company's intranet.

Please watch for additional information in the coming weeks. As always, please continue to submit your questions and thoughts through Zoomerang.

Happy Thanksgiving!

¹ Refers to TD Bank Financial Group's U.S. brokerage business, TD Waterhouse Group, Inc.

Safe Harbor

This document contains forward-looking statements that involve risks and uncertainties. For example, statements related to expected locations and operations of TD Ameritrade's Lobby Client Service group, management and leadership of TD Ameritrade following the closing and other statements that are not historical facts, are all forward-looking statements. These statements reflect only our current expectations and are not guarantees of future performance or results. Various factors could cause actual results to differ materially from those anticipated by the forward-looking statements. These factors include the possibility that the necessary stockholder and regulatory approvals are not obtained; that the transaction does not close when expected or at all, or that the companies may be required to modify aspects of the transaction to achieve regulatory approval; prior to the closing of the proposed transaction, the businesses of the companies suffer due to uncertainty; that TD Ameritrade is unable to transition customers, successfully execute its integration strategies, or achieve planned synergies, or that the occurrence of these events takes longer than expected; that management is unable to accurately forecast the anticipated integration of TD Ameritrade; that TD Ameritrade is unable to compete successfully in this highly competitive and rapidly changing marketplace; that the parties are unable to retain employees that are key to the operations of the combined business; and that TD Ameritrade is unable to identify and realize future consolidation and growth opportunities. These and other risks that could cause actual results to differ materially from those described in the forward-looking statements are detailed from time to time in the documents filed by Ameritrade with the Securities and Exchange Commission, including Ameritrade's most recent form 10-K and 10-Q.

Additional Information and Where to Find It

In connection with the proposed transaction, Ameritrade filed a revised preliminary proxy statement concerning the transaction with the Securities and Exchange Commission (SEC) with a filing date of November 23, 2005. Ameritrade will also file a definitive proxy statement and relevant documents with the SEC in connection with the proposed transaction. SECURITY HOLDERS OF AMERITRADE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders can obtain free copies of the definitive proxy statement and other documents when they become available by contacting Investor Relations at www.amtd.com, or by mail at Ameritrade Investor

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TD Waterhouse and must not be communicated outside of either firm.

Relations, 4211 S. 102 Street, Omaha, NE 68127, or by Telephone: 800-237-8692. In addition, documents filed with the SEC by Ameritrade are available free of charge at the SEC's web site at www.sec.gov.

Ameritrade Holding Corporation, The Toronto-Dominion Bank, and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Ameritrade in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the proposed transaction is included in the preliminary proxy statement of Ameritrade described above. This document is available free of charge at the SEC's web site at www.sec.gov and from Investor Relations at Ameritrade as described above. Information regarding The Toronto-Dominion Bank's directors and executive officers is available in its Annual Report on Form 40-F for the year ended October 31, 2004, which was filed with the SEC on December 13, 2004, and in its notice of annual meeting and proxy circular for its 2005 annual meeting, which was filed with the SEC on February 17, 2005. These documents are available free of charge at the SEC's web site at www.sec.gov.

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