

TD AMERITRADE HOLDING CORP  
Form 8-K  
October 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): October 22, 2012

**TD Ameritrade Holding Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-35509**  
(Commission  
File Number)

**82-0543156**  
(IRS Employer  
Identification No.)

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**4211 South 102<sup>nd</sup> Street**

**Omaha, Nebraska**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code:(402) 331-7856**

**68127**  
(Zip Code)

**(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:

- ..  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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Under the terms of the Management Incentive Plan of TD Ameritrade Holding Corporation, for fiscal year 2013, the compensation of the following named executive officers was changed as described below:

The annual incentive target for Marvin W. Adams, executive vice president and chief operating officer, was increased by \$400,000 to \$3,000,000. Mr. Adams' annual incentive continues to be comprised of 50% cash and 50% equity. Mr. Adams' base salary was also increased by \$100,000 to \$500,000 per year.

The annual incentive target for J. Thomas Bradley, Jr., executive vice president, retail distribution, was increased by \$400,000 to \$2,200,000. Mr. Bradley's annual incentive continues to be comprised of 50% cash and 50% equity. Mr. Bradley's base salary was also increased by \$100,000 to \$500,000 per year.

The H.R. and Compensation Committee previously approved a new form of restricted stock unit agreement ( RSU Agreement ) to be used for grants of restricted stock units under the Long-Term Incentive Plan of TD Ameritrade Holding Corporation. The RSU Agreement was amended to modify the definition of Retirement.

The foregoing is qualified in its entirety by reference to the form of RSU Agreement, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**  
**(d) Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
10.1	TD Ameritrade Holding Corporation Form of RSU Agreement

**SIGNATURE**

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 hereunto duly authorized.

TD AMERITRADE HOLDING CORPORATION

Date: October 26, 2012

By: /s/ William J. Gerber

Name: William J. Gerber

Title: Chief Financial Officer

*Exhibit Index*

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