

TA IX LP
Form SC 13G
February 14, 2006

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. ____)*

Ameritrade Holding Company, Inc.

(Name of Issuer)

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Common Stock Par Value \$.01

(Title of Class of Securities)

87236Y 10 8

(CUSIP Number)

12/31/05

(Date of Event Which Requires Filing of this Statement)

THIS SCHEDULE IS BEING FILED PURSUANT TO RULE 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 87236Y 10 8

13G

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

| | |
|--------------------------------------|------------|
| TA IX L.P. | 04-3520503 |
| TA/Advent VIII L.P. | 04-3334380 |
| Advent Atlantic and Pacific III L.P. | 04-3299318 |
| TA/Atlantic and Pacific IV L.P. | 04-3465628 |
| TA Executives Fund LLC | 04-3398534 |
| TA Investors LLC | 04-3395404 |

2 CHECK THE BOX IF A MEMBER OF A GROUP*

(A) x

(B) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

| | |
|--------------------------------------|----------|
| TA IX L.P. | Delaware |
| TA/Advent VIII L.P. | Delaware |
| Advent Atlantic and Pacific III L.P. | Delaware |
| TA/Atlantic and Pacific IV L.P. | Delaware |
| TA Executives Fund LLC | Delaware |
| TA Investors LLC | Delaware |

5 SOLE VOTING POWER

| | | |
|---------------------|--------------------------------------|---|
| | | 0 |
| | TA IX L.P. | 0 |
| | TA/Advent VIII L.P. | 0 |
| NUMBER OF SHARES | Advent Atlantic and Pacific III L.P. | 0 |

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| | | |
|---|---------------------------------|--------|
| BENEFICIALLY OWNED BY EACH REPORTING WITH | TA/Atlantic and Pacific IV L.P. | 0 |
| | TA Executives Fund LLC | 52,955 |
| | TA Investors LLC | |
| 6 | SHARED VOTING POWER | |
| | N/A | |
| 7 | SOLE DISPOSITIVE POWER | |

| | | |
|---|--------------------------------------|--------|
| | TA IX L.P. | 0 |
| | TA/Advent VIII L.P. | 0 |
| | Advent Atlantic and Pacific III L.P. | 0 |
| | TA/Atlantic and Pacific IV L.P. | 0 |
| | TA Executives Fund LLC | 0 |
| | TA Investors LLC | 52,955 |
| 8 | SHARED DISPOSITIVE POWER | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

| | | |
|--|--------------------------------------|--------|
| | TA IX L.P. | 0 |
| | TA/Advent VIII L.P. | 0 |
| | Advent Atlantic and Pacific III L.P. | 0 |
| | TA/Atlantic and Pacific IV L.P. | 0 |
| | TA Executives Fund LLC | 0 |
| | TA Investors LLC | 52,955 |

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

| | | |
|--|--------------------------------------|---|
| | TA IX L.P. | 0 |
| | TA/Advent VIII L.P. | 0 |
| | Advent Atlantic and Pacific III L.P. | 0 |
| | | 4 |

| | |
|---------------------------------|------|
| TA/Atlantic and Pacific IV L.P. | 0 |
| TA Executives Fund LLC | 0 |
| TA Investors LLC | .01% |
| 12 TYPE OF REPORTING PERSON | |

Each entity is a Partnership

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ITEM 1 (A) NAME OF ISSUER: Ameritrade Holding Company, Inc.
 ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
 4211 South 102nd Street
 Omaha, NE 68127

ITEM 2 (A) NAME OF PERSON FILING:
 TA IX L.P.
 TA/Advent VIII L.P.
 Advent Atlantic and Pacific III L.P.
 TA/Atlantic and Pacific IV L.P.
 TA Executives Fund LLC
 TA Investors LLC

ITEM 2 (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE:
 c/o TA Associates
 125 High Street, Suite 2500
 Boston, MA 02110

ITEM 2 (C) CITIZENSHIP: Not Applicable
 ITEM 2 (D) TITLE AND CLASS OF SECURITIES: Common
 ITEM 2 (E) CUSIP NUMBER: 87236Y 10 8

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1 (B) OR 13D-2 (B), CHECK WHETHER THE PERSON FILING IS A:
 Not Applicable

ITEM 4 OWNERSHIP

| | <u>COMMON STOCK</u> |
|---------------------------------------|---------------------|
| ITEM 4 (A) AMOUNT BENEFICIALLY OWNED: | |
| TA IX L.P. | |
| TA/Advent VIII L.P. | |
| Advent Atlantic and Pacific III L.P. | 0 |
| TA/Atlantic and Pacific IV L.P. | 0 |
| TA Executives Fund LLC | 0 |
| TA Investors LLC | 0 |
| | 52,955 |

ITEM 4 (B) PERCENT OF CLASS **PERCENTAGE**

| | |
|--------------------------------------|------|
| TA IX L.P. | |
| TA/Advent VIII L.P | |
| Advent Atlantic and Pacific III L.P. | 0 |
| TA/Atlantic and Pacific IV L.P. | 0 |
| TA Executives Fund LLC | 0 |
| TA Investors LLC | 0 |
| | .01% |

ITEM 4 (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

COMMON STOCK

(I) SOLE POWER TO VOTE OR DIRECT THE VOTE:

| | |
|--------------------------------------|--------|
| TA IX L.P. | |
| TA/Advent VIII L.P | |
| Advent Atlantic and Pacific III L.P. | 0 |
| TA/Atlantic and Pacific IV L.P. | 0 |
| TA Executives Fund LLC | 0 |
| TA Investors LLC | 0 |
| | 52,955 |

(II) SHARED POWER TO VOTE OR DIRECT THE VOTE:

N/A

COMMON STOCK

(III) SOLE POWER TO DIPOSE OR DIRECT THE DISPOSITION:

| | |
|--------------------------------------|--------|
| TA IX L.P. | |
| TA/Advent VIII L.P | |
| Advent Atlantic and Pacific III L.P. | 0 |
| TA/Atlantic and Pacific IV L.P. | 0 |
| TA Executives Fund LLC | 0 |
| TA Investors LLC | 0 |
| | 52,955 |

(IV) SHARED POWER TO DISPOSE OR DIRECT THE DISPOSITION

N/A

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: Not Applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: Not Applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY THAT ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP: Not Applicable

ITEM 10 CERTIFICATION: Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AGREEMENT FOR JOINT FILING

TA IX L.P., TA/Advent VIII L.P., Advent Atlantic and Pacific III L.P., TA/Atlantic and Pacific IV L.P., TA Executives Fund LLC and TA Investors LLC, hereby agree that TA Associates Inc. shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Ameritrade Holding Company, Inc.

Dated: February 14, 2006

TA IX L.P.

By: TA Associates IX LLC., its General Partner

By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA/ADVENT VIII L.P.

By: TA Associates VIII LLC. its General Partner

By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

ADVENT ATLANTIC AND PACIFIC III L.P.

By: TA Associates AAP III Partners L.P., its General Partner

By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA/ATLANTIC AND PACIFIC IV L.P.

By: TA Associates AP IV L.P., its General Partner

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By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA EXECUTIVES FUND LLC

By: TA Associates, Inc., its Manager

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

TA INVESTORS LLC

By: TA Associates, Inc., its Manager

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer

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