

TD AMERITRADE HOLDING CORP

Form 8-K

April 30, 2008

**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): April 24, 2008

TD AMERITRADE Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-49992
(Commission File
Number)

82-0543156
(I.R.S. Employer
Identification Number)

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

68127
(Zip Code)

Registrant's telephone number, including area code: (402) 331-7856
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On April 24, 2008, T. Christian Armstrong, Executive Vice President, Client Group, of TD AMERITRADE Holding Corporation, announced his retirement, effective March 1, 2009, and entered into an amendment to his employment agreement. The amendment to his employment agreement provides for:

continuation of his base salary until his date of retirement on March 1, 2009

cash payment of annual incentive compensation for fiscal year 2008

cash payment of annual incentive compensation for fiscal year 2009 pro-rated to March 1, 2009, calculated based on a target of \$1.6 million and

continued vesting of restricted stock units based on the actual performance of TD AMERITRADE in accordance with the terms of the applicable grant.

On the date of his retirement, Mr. Armstrong will enter into a separation and release of claims agreement substantially in the form attached to his employment agreement entered into in May 2006 (and filed with the SEC at that time).

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: April 30, 2008

By: /s/ William J. Gerber

Name: William J. Gerber

Title: Chief Financial Officer