

AMERITRADE HOLDING CORP

Form 10-K/A

February 07, 2003

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

- Annual Report Pursuant to Section 13 or 15(d) under the Securities Exchange Act of 1934 for the fiscal year ended September 27, 2002
- Transition Report Pursuant to Section 13 or 15(d) under the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number: 0-49992

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 Number)

**4211 South 102nd Street, Omaha, Nebraska
68127**

(Address of principal executive offices)
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
| None | None |

Securities registered pursuant to Section 12(g) of the Act:

Title of class
Common Stock \$0.01 par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) under the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

As of November 29, 2002, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$1.2 billion computed by reference to the closing sale price of the stock on the Nasdaq National Market on March 28, 2002, the last trading day of the registrant's most recently completed second fiscal quarter.

The number of shares of Common Stock outstanding as of November 29, 2002 was 429,754,769 shares.

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DOCUMENTS INCORPORATED BY REFERENCE

Definitive Proxy Statement relating to the Company's 2003 Annual Meeting to be filed hereafter (incorporated into Part III hereof).

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EXPLANATORY NOTE

Summary Compensation Table

Signatures

CERTIFICATION

1st Amendment to Directors Incentive Plan

Amendment to Exec. Deferred Compensation Program

Certification of CEO and CFO

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This Annual Report on Form 10-K/A is being filed to:

1. Correct the amount of bonus reported for Joseph H. Moglia, Chief Executive Officer, for the fiscal year ended September 28, 2001 in the Summary Compensation Table provided under Item 11 of Part III of Form 10-K.
2. Include two exhibits that were omitted from the original filing.

Part III**Item 11. EXECUTIVE COMPENSATION****Summary Compensation Table**

| Name and Principal Position | Year | Annual Compensation | | | Long-term Compensation | All Other Compensation (\$) |
|--|------|---------------------|------------|-----------------------------------|--|-----------------------------|
| | | Salary (\$) | Bonus (\$) | Other Annual Compensation (1)(\$) | Securities Underlying Options/SARs (#) | |
| Joseph H. Moglia ⁽²⁾ | 2002 | 600,000 | 1,068,930 | 7,775,000 | | 6,337 |
| Chief Executive Officer | 2001 | 350,769 | 1,883,320 | 4,515,890 | 1,816,132 | 141,360 |
| J. Joe Ricketts | 2002 | 650,000 | 1,008,755 | 4,697 | 753,443 | |
| Chairman and Founder | 2001 | 631,251 | 353,749 | 30,000 | | |
| | 2000 | 540,003 | 606,801 | 30,000 | 298,700 | |
| Vincent Passione | 2002 | 350,000 | | 354,700 | | |
| President, Institutional Client Division | 2001 | 329,135 | 125,000 | 617,500 | 350,000 | |
| | 2000 | 300,000 | 425,000 | | | |
| John R. MacDonald ⁽³⁾ | 2002 | 327,346 | 182,630 | 187,330 | 119,866 | |
| Executive Vice President, Chief | 2001 | 311,250 | 87,500 | 262,500 | 100,000 | |
| Financial Officer and Treasurer | 2000 | 155,770 | 58,414 | 175,241 | 87,200 | 23,895 |
| Phylis M. Esposito ⁽⁴⁾ | 2002 | 300,000 | 313,080 | | 227,865 | |
| Executive Vice President, Chief Strategy Officer | 2001 | 75,000 | | 75,000 | 50,000 | 23,318 |

- (1) The amounts shown in this column for Mr. Moglia represent deferred compensation earned pursuant to his employment agreement. The amounts in this column for Mr. J. Joe Ricketts represent employer contributions to the Company's Profit Sharing Plan in the form of Company Common Stock. In the cases of Mr. Passione, Mr. MacDonald and Ms. Esposito, the amounts shown include bonus payments that were deferred by the employee into a trust that holds shares of Common Stock pursuant to the Ameritrade Holding Corporation Executive Deferred Compensation Program and, in the cases of Mr. Passione and Mr. MacDonald, also include profit sharing contributions in the form of Company Common Stock.
- (2) Mr. Moglia became an employee of the Company in March 2001. Amounts under Bonus for fiscal 2001 include Mr. Moglia's signing bonus pursuant to his employment agreement. Amounts under All Other Compensation for Mr. Moglia represent imputed interest resulting from payroll taxes paid on Mr. Moglia's behalf in fiscal 2002 and reimbursement of moving expenses in fiscal 2001.
- (3) Mr. MacDonald became an employee of the Company in March 2000. The amount under All Other Compensation for Mr. MacDonald represents reimbursement of moving expenses.
- (4)

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Ms. Esposito became an employee of the Company in July 2001. The amount under All Other Compensation for Ms. Esposito represents reimbursement of moving expenses.

The other information required to be furnished pursuant to this item is incorporated by reference from portions of the Proxy Statement.

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Part IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(c) Exhibits

| | |
|--------|---|
| 10.36* | First Amendment to Ameritrade Holding Corporation 1996 Directors Incentive Plan, effective as of September 9, 2002 |
| 10.37* | Amendment to Ameritrade Holding Corporation Executive Deferred Compensation Program (As Amended Through February 2001), effective as of September 9, 2002 |
| 99.1 | Written Statement of Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

* Management contracts and compensatory plans and arrangements required to be filed as exhibits under Item 15(c) of this report.

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Signatures

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 7th day of February, 2003.

Ameritrade Holding Corporation

By: /s/ John R. MacDonald

John R. MacDonald

Executive Vice President, Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

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CERTIFICATION

I, Joseph H. Moglia, certify that:

1. I have reviewed this annual report on Form 10-K/A of Ameritrade Holding Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
4. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
5. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 7, 2003

/s/ Joseph H. Moglia

Joseph H. Moglia

Chief Executive Officer

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CERTIFICATION

I, John R. MacDonald, certify that:

1. I have reviewed this annual report on Form 10-K/A of Ameritrade Holding Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
4. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
5. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 7, 2003

/s/ John R. MacDonald

John R. MacDonald

Executive Vice President, Chief Financial Officer and Treasurer