



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

On September 23, 2016, Brian M. Levitt, a designee of The Toronto-Dominion Bank ("TD") under the terms of TD Ameritrade's stockholders agreement, dated June 22, 2005, as amended, was elected to the board of directors as a Class I director, effective October 1, 2016. Mr. Levitt will fill the vacancy created by the retirement of Fredric J. Tomczyk and the expiration of TD's waiver of its right to designate one of its directors, which accommodated the election of Tim Hockey as a member of the board of directors concurrent with his employment as president of the Company, effective January 2, 2016.

Mr. Levitt will be entitled to receive compensation under the terms of the TD Ameritrade Holding Corporation 2006 Directors Incentive Plan (which is described in TD Ameritrade's proxy statement filed with the SEC on January 7, 2016 and incorporated herein), and he will enter into an Indemnification Agreement with TD Ameritrade described in Item 1.01 of the current report on Form 8-K filed with the SEC on November 26, 2014.

SIGNATURES

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.

Dated: September 28, 2016 TD AMERITRADE HOLDING CORPORATION

By: /s/ ELLEN L.S. KOPLOW

Name: Ellen L.S. Koplow

Title: Executive Vice President, General Counsel