

TD AMERITRADE HOLDING CORP

Form 8-K

February 19, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): February 13, 2019

TD Ameritrade Holding Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-35509

82-0543156

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

200 South 108<sup>th</sup> Avenue

Omaha, Nebraska

68154

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (800) 669-3900

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter ) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On February 13, 2019, TD Ameritrade Holding Corporation held its Annual Meeting of Stockholders, where stockholders voted on three proposals. The proposals are described in detail in TD Ameritrade's Proxy Statement. Of the 561,142,554 common shares outstanding and entitled to vote at the Annual Meeting, 544,419,958 common shares (or 97%), constituting a quorum, were represented in person or by proxy at the Annual Meeting. The final voting results on each proposal are set forth below.

Proposal 1. The stockholders elected four Class II directors to the board of directors to serve for three-year terms until the 2022 Annual Meeting of Stockholders. The votes for this proposal were:

|                   | Number of Shares Voted For | Number of Shares Withheld | Broker Non-votes |
|-------------------|----------------------------|---------------------------|------------------|
| Bharat B. Masrani | 520,545,618                | 4,908,331                 | 18,966,009       |
| Irene R. Miller   | 524,475,116                | 978,833                   | 18,966,009       |
| Todd M. Ricketts  | 523,337,654                | 2,116,295                 | 18,966,009       |
| Allan R. Tessler  | 514,645,878                | 10,808,071                | 18,966,009       |

Proposal 2. The stockholders approved, on an advisory basis, the compensation of TD Ameritrade's named executive officers as disclosed in the Proxy Statement. The votes on this proposal were:

| For         | Against   | Abstain | Broker Non-votes |
|-------------|-----------|---------|------------------|
| 522,916,527 | 2,031,787 | 505,635 | 18,966,009       |

Proposal 3. The stockholders ratified the appointment of Ernst & Young LLP as TD Ameritrade's independent registered public accounting firm for the fiscal year ending September 30, 2019. The votes on this proposal were:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 541,755,501 | 2,387,056 | 277,401 |

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 thereunto duly authorized.

Dated: February 19, 2019 TD AMERITRADE HOLDING CORPORATION

By: /s/ STEPHEN J. BOYLE

Stephen J. Boyle

Executive Vice President, Chief Financial Officer