

AMERITRADE HOLDING CORP

Form DEFA14A

December 16, 2005

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AMERITRADE HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:
Common Stock

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Filed by Ameritrade Holding Corporation
Pursuant to Rule 14a-6(b) under the
Securities Exchange Act of 1934
Subject Company: Ameritrade Holding Corporation
Commission File No.: 000-49992

This filing consists of a press release by Ameritrade Holding Corporation on December 15, 2005.

FOR IMMEDIATE RELEASE:

At the Company:

Katrina Becker
Director, Corporate Communications
(402) 597-8485
kbecker@ameritrade.com

For Investors:

Tim Nowell
Director, Business Planning
(402) 597-8440
tnowell@ameritrade.com

**AMERITRADE OBTAINS COMMITMENT FOR FINANCING RELATED TO
TD WATERHOUSE ACQUISITION**

*Financing Structure to Consist of \$1.9 Billion in Funded Debt
Strong Ratings*

Omaha, Neb., December 15, 2005 Ameritrade Holding Corporation (Nasdaq: AMTD) today announced that it has obtained a commitment for financing from its underwriting group led by Citigroup Corporate and Investment Banking and including Merrill Lynch, UBS and JPMorgan.

Receipt of the funds from the underwriting group, together with funds to be received from TD Waterhouse, will be used to pay the \$6 special dividend and will also provide approximately \$300 million for general corporate needs. The commitment provides the Company with the flexibility of prepaying borrowings without penalty.

The structure of the debt is anticipated to be as follows:

<u>Amount</u>	<u>Type</u>	<u>Maturity</u>
\$1.65B	Term B Bank Debt	7 Years
\$0.25B	Term A Bank	Debt 6 Years
\$0.30B	Revolving Line of Credit	5 Years

The Company has also received the following ratings:

Moody s: Ba1

Standard & Poor s: BB

Fitch: Expects BB

The commitment and ratings we have received are strong indicators of the strategic benefits of the TD Waterhouse transaction and the financial strengths of the combined company, said Mike Chochon, treasurer of Ameritrade. The Company expects the financing to occur prior to the expected Jan. 24 TD Waterhouse closing.

About Ameritrade Holding Corporation

For 30 years, Ameritrade Holding Corporation has provided investment services to self-directed individuals through its brokerage subsidiaries. Ameritrade develops and provides innovative products and services tailored to meet the varying investing and portfolio management needs of individual investors and institutional distribution partners. A brokerage industry leader, Ameritrade, Inc., ⁽¹⁾ a

subsidiary of Ameritrade Holding Corporation, recently received a four-star rating in the 2005 Barron's Review of Online Brokers for its Apex active trader program. For more information, please visit www.amtd.com.

Cautionary Note Regarding Forward Looking Statements and Ratings

This document contains forward-looking statements that involve risks and uncertainties. In particular, any statements regarding the completion of the proposed TD Waterhouse transaction, the proposed special dividend, the expected date of the financing, the expected date for closing of the proposed transaction, the expected benefits of the proposed transaction to shareholders, the expected effect of the proposed transaction regarding the competitive position of Ameritrade and the plans for the combined company following the closing of the transaction, as well as the assumptions on which such expectations are based, are forward-looking statements. These statements reflect only our current expectations and are not guarantees of future performance or results. These statements involve risks, uncertainties and assumptions that could cause actual results or performance to differ materially from those contained in the forward-looking statements. These risks, uncertainties and assumptions include general economic and political conditions, interest rates, market fluctuations and changes in client trading activity, increased competition, systems failures and capacity constraints, conditions to closing of the debt financing and TD Waterhouse transaction, regulatory and legal matters and uncertainties and other risk factors described in our latest Annual Report on Form 10-K and our latest Quarterly Report on Form 10-Q, as amended. These forward-looking statements speak only as of the date on which the statements were made. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Investors are encouraged to read the full ratings reports from Moody's, Standard & Poor's and Fitch.

Additional Information and Where to Find It

In connection with the proposed transaction, Ameritrade filed a definitive proxy statement concerning the transaction with the Securities and Exchange Commission (SEC) with a filing date of December 5, 2005. SECURITY HOLDERS OF AMERITRADE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders can obtain free copies of the definitive proxy statement and other documents when they become available by contacting Investor Relations at www.amtd.com, or by mail at Ameritrade Investor Relations, 4211 S. 102 Street, Omaha, NE 68127, or by Telephone: 800-237-8692. In addition, documents filed with the SEC by Ameritrade are available free of charge at the SEC's web site at www.sec.gov.

⁽¹⁾Ameritrade, Inc., member NASD/SIPC.