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TD AMERITRADE HOLDING CORP

Form 425

January 27, 2009

Filed by TD Ameritrade Holding Corporation Pursuant to Rule 425

Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: TD Ameritrade Holding Corporation

Commission File No.: 0-49992

This filing relates to the proposed transactions pursuant to the terms of that certain Agreement and Plan of Merger, dated as of January 8, 2009 (the Merger Agreement ), by and among TD AMERITRADE Holding Corporation ( TD Ameritrade ), Tango Acquisition Corporation One ( Merger Sub One ), a wholly owned subsidiary of TD Ameritrade, Tango Acquisition Corporation Two ( Merger Sub Two ), a wholly owned subsidiary of TD Ameritrade, and thinkorswim Group, Inc. ( thinkorswim ).

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