

TD AMERITRADE HOLDING CORP
 Form 3
 July 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
TD GROUP US HOLDINGS LLC			(Month/Day/Year)		TD AMERITRADE HOLDING CORP [AMTD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
251 LITTLE FALLS DRIVE			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)	
(Street)			___ Director ___X___ 10% Owner		_X_ Form filed by One Reporting Person	
WILMINGTON, DE 19808			(give title below) (specify below)		___ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	222,919,287	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TD GROUP US HOLDINGS LLC 251 LITTLE FALLS DRIVE WILMINGTON, DE 19808	Â	Â X	Â	Â

Signatures

TD GROUP US HOLDINGS LLC, By: /s/ Stephan Schenk, Name: Stephan Schenk, Title: President and CEO

07/11/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects securities directly held by TD Luxembourg International Holdings S.a.r.l. Prior to July 1, 2017, TD Luxembourg International Holdings S.a.r.l. was a wholly-owned subsidiary of The Toronto-Dominion Bank. On July 1, 2017, The Toronto-Dominion Bank (1) transferred all of its interests in TD Luxembourg International Holdings S.a.r.l. to its wholly-owned subsidiary, TD Group US Holdings LLC. Upon consummation of the transfer described herein, the sole shareholder of TD Luxembourg International Holdings S.a.r.l. is TD Group US Holdings LLC. The sole member of TD Group US Holdings LLC is The Toronto-Dominion Bank.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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