

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

Under the terms of the management incentive plan of TD Ameritrade Holding Corporation, for fiscal year 2017, the compensation of the following named executive officers was changed as described below:

The annual incentive target for J. Thomas Bradley, Jr., executive vice president, retail distribution, was increased by \$200,000 to \$2,700,000. Mr. Bradley's annual incentive continues to be comprised of 50% cash and 50% equity.

The annual incentive target for Thomas A. Nally, executive vice president, institutional services, was increased by \$300,000 to \$2,000,000. Mr. Nally's annual incentive continues to be comprised of 50% cash and 50% equity.

The annual incentive target for Stephen J. Boyle, executive vice president, chief financial officer, was increased by \$200,000 to \$1,550,000. Mr. Boyle's annual incentive continues to be comprised of 50% cash and 50% equity. Mr. Boyle's base salary was also increased by \$50,000 to \$450,000 per year.

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: October 28, 2016 TD AMERITRADE HOLDING CORPORATION

By: /s/ ELLEN L.S. KOPLOW
Ellen L.S. Koplow
Executive Vice President, General Counsel