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AMERITRADE HOLDING CORP Form SC14D9C September 15, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement under Section 14(d)(4) of the Securities Exchange Act of 1934

AMERITRADE HOLDING CORPORATION

(Name of Subject Company)

AMERITRADE HOLDING CORPORATION

(Name of Person(s) Filing Statement)

Common Stock, par Value \$0.01 Per Share

(Title of Class of Securities)

03074K100

(CUSIP Number of Class of Securities)

John R. MacDonald Chief Financial Officer 4211 South 102nd Street Omaha, Nebraska 68127 (402) 331-7856

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)

With copies to:

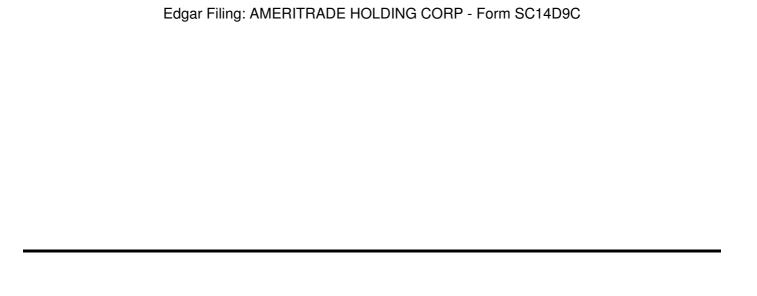
Selim Day, Esq.
Wilson Sonsini Goodrich & Rosati
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12 East 49th Street
New York, NY 10017
(212) 999-5800

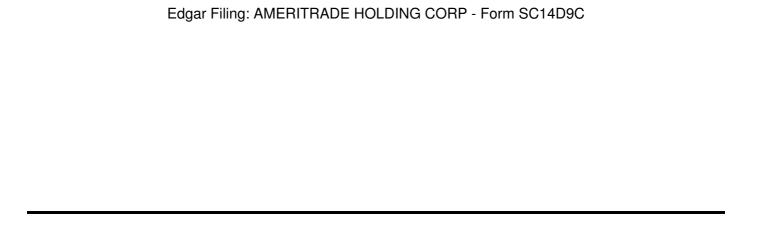
x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This filing consists of a revision to slides dated June 22, 2005 posted on the website of Ameritrade Holding Corporation on September 14, 2005 to update slides 6, 7 and 13.

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