



15008368



William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

001-35509

DEC 11 2015

Washington, DC 20549

By Electronic Mail

December 11, 2015

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERTINAS

Dear Mr. Thomas:

This is to certify that on December 1, 2015 The Nasdaq Stock Market (the "Exchange") received **TD Ameritrade Holding Corporation** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock — \$0.01 par value per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery