TA ADVENT VIII PL
Form SC 13G
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. _____)*

Ameritrade Holding Company, Inc.

(Name of Issuer)

Common Stock Par Value $.01

(Title of Class of Securities)

03074K 10 0

(CUSIP Number)

12/31/02

(Date of Event Which Requires Filing of this Statement)

THIS SCHEDULE IS BEING FILED PURSUANT TO RULE 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON S.S. OR I.R.S.

TA IX L.P.
TA/Advent VIII L.P.

Advent Atlantic and Pacific III L.P.
TA/Atlantic and Pacific IV L.P.
TA Executives Fund LLC
TA Investors LLC

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2 CHECK THE BOX IF A MEMBER OF A GROUP*

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

TA IX L.P.
TA/Advent VIII L.P.
Advent Atlantic and Pacific III L.P.
TA/Atlantic and Pacific IV L.P.
TA Executives Fund LLC
TA Investors LLC

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER TA IX L.P. TA/Advent VIII L.P. Advent Atlantic and Pacific III L.P. TA/Atlantic and Pacific IV L.P. TA Executives Fund LLC TA Investors LLC
	6	SHARED VOTING POWER N/A
	7	SOLE DISPOSITIVE POWER TA IX L.P. TA/Advent VIII L.P. Advent Atlantic and Pacific III L.P. TA/Atlantic and Pacific IV L.P. TA Executives Fund LLC TA Investors LLC
	8	SHARED DISPOSITIVE POWER N/A

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
TA IX L.P.
TA/Advent VIII L.P.
Advent Atlantic and Pacific III L.P.
TA/Atlantic and Pacific IV L.P.
TA Executives Fund LLC
TA Investors LLC

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
TA IX L.P.
TA/Advent VIII L.P.
Advent Atlantic and Pacific III L.P.
TA/Atlantic and Pacific IV L.P.

TA Executives Fund LLC
TA Investors LLC

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12 TYPE OF REPORTING PERSON

Four Limited Partnerships
Two Limited Liability Companies

ITEM 1 (A) NAME OF ISSUER: Ameritrade Holding Company, Inc.
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ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
4211 South 102nd Street
Omaha, NE 68127

ITEM 2 (A) NAME OF PERSON FILING:
TA IX L.P.
TA/Advent VIII L.P
Advent Atlantic and Pacific III L.P.
TA/Atlantic and Pacific IV L.P.
TA Executives Fund LLC
TA Investors LLC

ITEM 2 (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

c/o TA Associates
125 High Street, Suite 2500
Boston, MA 02110

ITEM 2 (C) CITIZENSHIP: Not Applicable

ITEM 2 (D) TITLE AND CLASS OF SECURITIES: Common

ITEM 2 (E) CUSIP NUMBER: 03074K 10 0

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1 (B) OR 13D-2 (B), CHECK WHETHER THE PERSON FILING IS A:
Not Applicable

ITEM 4 OWNERSHIP

ITEM 4 (A) AMOUNT BENEFICIALLY OWNED:	COMMON STOCK
TA IX L.P.	24,766,979
TA/Advent VIII L.P	8,887,320
Advent Atlantic and Pacific III L.P.	1,530,927
TA/Atlantic and Pacific IV L.P.	6,023,607
TA Executives Fund LLC	278,967
TA Investors LLC	673,084

ITEM 4 (B) PERCENT OF CLASS	PERCENTAGE
TA IX L.P.	5.76%
TA/Advent VIII L.P	2.07%
Advent Atlantic and Pacific III L.P.	0.36%
TA/Atlantic and Pacific IV L.P.	1.40%

TA Executives Fund LLC	0.29%
TA Investors LLC	0.31%

ITEM 4 (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(I) SOLE POWER TO VOTE OR DIRECT THE VOTE:	COMMON STOCK
TA IX L.P.	24,766,979
TA/Advent VIII L.P	8,887,320
Advent Atlantic and Pacific III L.P.	1,530,927
TA/Atlantic and Pacific IV L.P.	6,023,607
TA Executives Fund LLC	278,967
TA Investors LLC	673,084

(II) SHARED POWER TO VOTE OR DIRECT THE VOTE: N/A

(III) SOLE POWER TO DISPOSE OR DIRECT THE DISPOSITION:	COMMON STOCK
TA IX L.P.	24,766,979
TA/Advent VIII L.P	8,887,320
Advent Atlantic and Pacific III L.P.	1,530,927
TA/Atlantic and Pacific IV L.P.	6,023,607
TA Executives Fund LLC	278,967
TA Investors LLC	673,084

(IV) SHARED POWER TO DISPOSE OR DIRECT THE DISPOSITION N/A

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ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: Not Applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: Not Applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY THAT ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY: Not Applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP: This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

The TA Associates group of funds is party to a Stockholders Agreement, dated as of April 6, 2002, between the Issuer, entities affiliated with J. Joe Ricketts, entities affiliated with Bain Capital, and entities affiliated with Silver Lake Partners, L.P. An exhibit listing each party to the Stockholders Agreement is attached hereto. The Stockholders Agreement requires the parties to vote their Common Stock for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement restricts the parties from selling Common Stock in some negotiated transactions unless the seller offers each other party an opportunity to participate in the sale. In addition, the Stockholders Agreement restricts the parties from voting their shares of Common Stock in favor of or against certain sale of the company transactions that are not approved by the requisite directors. The aggregate number of

shares of Common Stock owned by the parties to the Stockholders Agreement, based on information provided to TA Associates by the other parties to the Stockholders Agreement, is 235,810,178 shares. The share ownership for TA Associates does not include any shares owned by the other parties to the Stockholders Agreement. TA Associates disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP: Not Applicable

ITEM 10 CERTIFICATION: Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AGREEMENT FOR JOINT FILING

TA IX L.P., TA/Advent VIII L.P., Advent Atlantic and Pacific III L.P., TA/Atlantic and Pacific IV L.P., TA Executives Fund LLC and TA Investors LLC, hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Ameritrade Holding Company, Inc.

Dated:

TA IX L.P.
By: TA Associates IX LLC., its General Partner
By: TA Associates, Inc. its Manager

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA/ADVENT VIII L.P.
By: TA Associates VIII LLC, its General Partner
By: TA Associates, Inc. its Manager

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

ADVENT ATLANTIC AND PACIFIC III L.P.
By: TA Associates AAP III Partners L.P., its General Partner
By: TA Associates, Inc. its General Partner

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA/ATLANTIC AND PACIFIC IV L.P.
By: TA Associates AP IV L.P., its General Partner
By: TA Associates, Inc. its General Partner

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA EXECUTIVES FUND LLC
By : TA Associates, Inc., its Manager

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

TA INVESTORS LLC
By : TA Associates, Inc., its Manager

By: /s/Thomas P. Alber

Thomas P. Alber, Chief Financial Officer

Parties to the Stockholders Agreement

1. Ameritrade Holding Corporation
2. Bain Capital Fund VII, L.P.
3. Bain Capital VII Coinvestment Fund, L.P.
4. BCI Datek Investors, LLC
5. BCIP Associates II
6. BCIP Associates II-B
7. BCIP Trust Associates II
8. BCIP Trust Associates II-B
9. Silver Lake Partners, L.P.
10. Silver Lake Investors, L.P.
11. Silver Lake Technology Investors, L.L.C.
12. TA/Advent VIII, L.P.
13. TA Executives Fund, LLC
14. TA Investors, LLC
15. TA Atlantic & Pacific IV, L.P.
16. TA IX, L.P.
17. Advent Atlantic & Pacific III, L.P.
18. J. Joe Ricketts
19. Marlene M. Ricketts
20. Marlene M. Ricketts 1994 Dynasty Trust
21. J. Joe Ricketts 1994 Dynasty Trust
22. Ricketts Grandchildren Trust