

TORONTO DOMINION BANK  
Form FWP  
January 08, 2015

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-196343**

**January 8, 2015**

**THE TORONTO-DOMINION BANK**

**US\$1,100,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2017**

**FINAL TERM SHEET**

**DATED JANUARY 8, 2015**

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated January 8, 2015, the caption "Description of the Notes We May Offer" in the Prospectus Supplement dated June 6, 2014 and the caption "Description of the Debt Securities" in the Short Form Base Shelf Prospectus dated June 6, 2014.

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|---------------------------------|---|
| Issuer:                         | The Toronto-Dominion Bank   |
| Issue:                          | Floating Rate Senior Medium-Term Notes, Series A, due 2017 (the "Notes")                        |
| Expected Ratings <sup>1</sup> : | Moody's Investors Service: Aa1 (outlook: negative) / Standard & Poor's: AA- (outlook: negative) |
| Principal Amount:               | US\$1,100,000,000   |
| Issue Price:                    | 100.00%   |
| Trade Date:                     | January 8, 2015   |
| Settlement Date (T+3):          | January 13, 2015 (DTC)  |
| Maturity Date:                  | January 6, 2017   |
| Minimum Denomination:           | US\$2,000 and multiples of US\$1,000  |
| Base Rate:                      | USD LIBOR   |
| Index Maturity:                 | Three months  |

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| Spread:  | +26 basis points   |
| Commissions:                                     | 0.20%  |
| Interest Payment Dates and Interest Reset Dates: | Quarterly, on January 6, April 6, July 6 and October 6 of each year, beginning April 6, 2015 (short first coupon). |
| Interest Determination Date:                     | The second London business day preceding the applicable Interest Reset Date.                                       |

<sup>1</sup> A credit rating is not a recommendation to buy, sell or hold securities, and it may be subject to revision or withdrawal at any time by the assigning rating organization.

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| Record Dates for Interest Payments:                | The fifteenth calendar day prior to the applicable Interest Payment Date.  |
| Day Count Fraction:                                | Actual/360   |
| Optional Redemption by Holders of Notes:           | None   |
| Optional Redemption by the Issuer for Tax Reasons: | In certain circumstances where the Issuer has or will become obligated to pay additional amounts (as described in the pricing supplement), the Issuer may, at its option, redeem the Notes in whole, but not in part, at any time before maturity, after giving not less than 30 nor more than 60 calendar days' notice to the holders of the Notes, at a redemption price equal to 100% of their principal amount together with accrued interest, if any, to, but excluding, the redemption date. |
| Listing:   | None   |
| Joint Book-Runners:                                | TD Securities (USA) LLC<br><br>Citigroup Global Markets Inc.   |
| CUSIP / ISIN:                                      | 89114QAX6 / US89114QAX60   |

**The Issuer has filed a registration statement (including a prospectus supplement and a short form base shelf prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Joint Book-Runners will arrange to send you the pricing supplement, when available, the prospectus supplement, and the short form base shelf prospectus if you request them by contacting TD Securities (USA) LLC at 1-855-495-9846 or Citigroup Global Markets Inc. at 1-800-831-9146.**