

TORONTO DOMINION BANK  
Form FWP  
July 08, 2011

**Filed Pursuant to Rule 433**  
**Registration No. 333-167637**  
**Dated: July 7, 2011**

**THE TORONTO-DOMINION BANK**  
**US\$750,000,000 1.375% SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2014**  
**US\$1,250,000,000 2.500% SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2016**  
**FINAL TERM SHEET**  
**DATED JULY 7, 2011**

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated July 7, 2011, the caption "Description of the Notes We May Offer" in the Prospectus Supplement dated June 22, 2011 and the caption "Description of the Debt Securities" in the Short Form Base Shelf Prospectus dated July 7, 2010.

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|--------------------------------------|--|
| Issuer:                              | The Toronto-Dominion Bank  |
| Issue:                               | 1.375% Senior Medium-Term Notes, Series A, due 2014<br>(the "2014 Notes")<br>2.500% Senior Medium-Term Notes, Series A, due 2016<br>(the "2016 Notes") |
| Expected Ratings <sup>1</sup> :      | Moody's Investors Service: Aaa / Standard & Poor's: AA-  |
| Principal Amount:                    | US\$750,000,000 of the 2014 Notes<br>US\$1,250,000,000 of the 2016 Notes   |
| Issue Price:                         | 99.769% for the 2014 Notes<br>99.627% for the 2016 Notes   |
| Trade Date:                          | July 7, 2011   |
| Settlement Date (T+5) <sup>2</sup> : | July 14, 2011 (DTC)  |
| Maturity Date:                       | July 14, 2014 for the 2014 Notes<br>July 14, 2016 for the 2016 Notes   |
| Minimum Denomination:                | US\$2,000 and multiples of US\$1,000   |

<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.

<sup>2</sup> Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the pricing date or the next succeeding business day will be required, by virtue of the fact that the Notes initially will settle in five business days (T+5), to specify alternative settlement arrangements to prevent a failed settlement.

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| Interest Rate:                                     | 1.375% for the 2014 Notes<br>2.500% for the 2016 Notes   |
| Treasury Benchmark:                                | UST 0.75% due June 15, 2014 for the 2014 Notes<br>UST 1.50% due June 30, 2016 for the 2016 Notes   |
| Treasury Benchmark Price:                          | US\$99-27 for the 2014 Notes<br>US\$98-29 for the 2016 Notes   |
| Treasury Benchmark Yield:                          | 0.804% for the 2014 Notes<br>1.730% for the 2016 Notes   |
| Re-offer Spread to Treasury Benchmark:             | T + 65 basis points for the 2014 Notes<br>T + 85 basis points for the 2016 Notes   |
| Re-Offer Yield:                                    | 1.454% for the 2014 Notes<br>2.580% for the 2016 Notes   |
| Commissions:                                       | 0.25% for the 2014 Notes<br>0.35% for the 2016 Notes   |
| Interest Payment Dates:                            | Semi-annually on January 14 and July 14 of each year,<br>beginning January 14, 2012.   |
| Record Dates for Interest Payments:                | The fifteenth calendar day prior to the applicable<br>Interest Payment Date.   |
| Day Count Fraction:                                | 30/360   |
| Optional Redemption by Holders of Notes:           | None   |
| Optional Redemption by the Issuer for Tax Reasons: | In certain circumstances where the Issuer has or will<br>become obligated to pay additional amounts (as<br>described in the applicable pricing supplement), the<br>Issuer may, at its option, redeem each tranche of the<br>Notes in whole, but not in part, at any time before<br>maturity, after giving not less than 15 nor more than 45<br>calendar days' notice to the trustee under the indenture<br>and to the holders of the Notes, at a redemption price<br>equal to 100% of their principal amount together with<br>accrued interest, if any, to, but excluding, the<br>redemption date. |
| Listing:   | None   |
| Joint Lead Managers:                               | TD Securities (USA) LLC<br>Goldman, Sachs & Co.<br>Citigroup Global Markets Inc.   |



Co-Managers:

BMO Capital Markets Corp.  
CIBC World Markets Corp.  
Credit Suisse Securities (USA) LLC  
Desjardins Securities Inc.  
HSBC Securities (USA) Inc.  
J.P. Morgan Securities LLC  
Lloyds Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
National Bank of Canada Financial Inc.  
RBC Capital Markets, LLC  
Scotia Capital (USA) Inc.  
UBS Securities LLC  
Wells Fargo Securities, LLC

CUSIP / ISIN:

89114Q AA6 / US89114QAA67 for the 2014 Notes  
89114Q AB4 / US89114QAB41 for the 2016 Notes

**The Toronto-Dominion Bank (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 lead managers 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 1-800-263-5292, Goldman, Sachs & Co. at 1-866-471-2526, Citigroup Global Markets Inc. toll-free at 1-877-858-5407, or Morgan Stanley & Co. LLC at 1-866-718-1649.**