

TORONTO DOMINION BANK  
Form 6-K  
February 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For the month of February, 2014.**  
**Commission File Number: 001-14446**

**The Toronto-Dominion Bank**  
**(Translation of registrant's name into English)**

**c/o General Counsel's Office**  
**P.O. Box 1, Toronto Dominion Centre,**  
**Toronto, Ontario, M5K 1A2**

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**This Form 6-K is incorporated by reference into all outstanding Registration Statements of The Toronto-Dominion Bank filed with the U.S. Securities and Exchange Commission and the Private Placement Memoranda of Toronto Dominion Holdings (U.S.A.), Inc. dated February 22, 2013.**

**FORM 6-K**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE TORONTO-DOMINION BANK**

DATE: February 20, 2014

By: /s/ Rasha El Sissi  
Name: Rasha El Sissi  
Title: Vice President, Legal

**EXHIBIT INDEX**

| Exhibit | Description   |
|---------|---|
| 99.1    | Notice of Annual Meeting of Common Shareholders and Management Proxy Circular |
| 99.2    | Form of Proxy for common shareholders   |
| 99.3    | Form of Proxy for common shareholders under the Direct Registration System    |
| 99.4    | Board Charter   |