

TORONTO DOMINION BANK  
Form FWP  
November 04, 2011

Filed Pursuant to Rule 433  
Registration No. 333-167637  
November 3, 2011

**THE TORONTO-DOMINION BANK**  
**US\$1,250,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2013**  
**FINAL TERM SHEET**  
**DATED NOVEMBER 3, 2011**

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated November 3, 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.

|                                 |  |
|---------------------------------|--|
| Issuer:                         | The Toronto-Dominion Bank  |
| Issue:                          | Floating Rate Senior Medium-Term Notes, Series A, due 2013   |
| Expected Ratings <sup>1</sup> : | Moody's Investors Service: Aaa / Standard & Poor's: AA-  |
| Principal Amount:               | US\$1,250,000,000  |
| Issue Price:                    | 100.00%  |
| Trade Date:                     | November 3, 2011   |
| Settlement Date (T+3):          | November 8, 2011 (DTC)   |
| Maturity Date:                  | November 1, 2013   |
| Minimum Denomination:           | US\$2,000 and multiples of US\$1,000   |
| Base Rate:                      | USD LIBOR  |
| Index Maturity:                 | Three months   |
| Spread:                         | +45 basis points   |
| Commissions:                    | 0.20%  |
| Interest Payment Dates:         | Quarterly, on February 1, May 1, August 1 and November 1 of each year, beginning February 1, 2012, short first coupon. |

<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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Interest Determination Date: The second London business day preceding the applicable Interest Reset Date.

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 15 nor more than 45 calendar days notice to the trustee under the indenture and 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

Agent: TD Securities (USA) LLC

CUSIP / ISIN: 89114Q AF5 / US89114QAF54

**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 Agent 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.**