

TORONTO DOMINION BANK  
Form 6-K  
September 15, 2016

**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 September, 2016.**

**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 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 Report on Form 6-K and the exhibits hereto are incorporated by reference as exhibits to the Bank's Registration Statement on Form F-3 which was originally filed with the Securities and Exchange Commission on May 31, 2016 (File No. 333- 211718).

**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: September 15, 2016

By: /s/ Cynthia Sargeant  
Name: Cynthia Sargeant  
Title: Associate Vice President, Legal

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 1.1            | Underwriting Agreement, dated as of September 8, 2016, among the Bank and TD Securities (USA) LLC, Goldman, Sachs & Co., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC.   |
| 4.1            | First Supplemental Indenture, dated as of September 15, 2016, to the Indenture, dated as of September 15, 2016, among the Bank, Computershare Trust Company, National Association and Computershare Trust Company of Canada (the form of which is filed as exhibit 4.2 to the Bank's Registration Statement on Form F-3 filed on May 31, 2016 and incorporated by reference herein). |
| 5.1            | Opinion of Simpson Thacher & Bartlett LLP, U.S. counsel for the Bank.  |
| 5.2            | Opinion of McCarthy Tétrault LLP, Canadian counsel for the Bank.   |
| 8.1            | Opinion of Simpson Thacher & Bartlett LLP, U.S. tax counsel for the Bank.  |
| 8.2            | Opinion of McCarthy Tétrault LLP, Canadian tax counsel for the Bank (included in Exhibit 5.2 above).   |
| 23.1           | Consent of Simpson Thacher & Bartlett LLP (included in Exhibits 5.1 and 8.1 above).  |
| 23.2           | Consent of McCarthy Tétrault LLP (included in Exhibit 5.2 above).  |