

TORONTO DOMINION BANK  
Form FWP  
August 29, 2016  
**Filed Pursuant to Rule 433**

**Registration Statement No. 333-211718**

**August 29, 2016**

**THE TORONTO-DOMINION BANK**

**US\$1,000,000,000 1.450% SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2018**

**TERM SHEET**

**DATED AUGUST 29, 2016**

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated August 29, 2016 relating to the Notes (as defined below), the caption "Description of the Notes We May Offer" in the Prospectus Supplement dated June 30, 2016 and the caption "Description of the Debt Securities" in the Prospectus dated June 30, 2016.

|                                     |  |
|-------------------------------------|--|
| Issuer:                             | The Toronto-Dominion Bank  |
| Issue:                              | 1.450% Senior Medium-Term Notes, Series A, due 2018 (the "Notes")                                |
| Expected Ratings: <sup>1</sup>      | Moody's Investors Service: Aa1 (outlook: negative) /<br>Standard & Poor's: AA- (outlook: stable) |
| Principal Amount:                   | US\$1,000,000,000  |
| Issue Price:                        | 99.982% plus accrued interest, if any, from September 6, 2016                                    |
| Trade Date:                         | August 29, 2016  |
| Settlement Date (T+5): <sup>2</sup> | September 6, 2016  |
| Maturity Date:                      | September 6, 2018  |
| Minimum Denomination:               | US\$2,000 and multiples of US\$1,000 in excess thereof   |
| Interest Rate:                      | 1.450%   |
| Treasury Benchmark:                 | UST 0.750% due August 31, 2018   |
| Treasury Benchmark Price:           | 99-28 1/4  |
| Treasury Benchmark Yield:           | 0.809%   |

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|                               |                     |
|-------------------------------|---------------------|
| Spread to Treasury Benchmark: | T + 65 basis points |
| Re-Offer Yield:               | 1.459%              |

- <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, as amended, 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.

|  |   |
|--|---|
| Interest Payment Dates:                            | Semi-annually on September 6 and March 6 of each year, beginning on March 6, 2017.  |
| 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 become obligated to pay additional amounts with respect to the Notes (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>Morgan Stanley & Co. LLC   |
| CUSIP / ISIN:                                      | 89114QBN7 / US89114QBN79  |

**The Issuer has filed a registration statement (including a prospectus supplement and a base 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 base prospectus if you request them by contacting TD Securities (USA) LLC at 1-855-495-9846 or Morgan Stanley & Co. LLC at 1-866-718-1649.**