

TORONTO DOMINION BANK  
Form FWP  
January 18, 2017

Filed Pursuant to Rule 433

Registration Statement No. 333-211718

**THE TORONTO-DOMINION BANK**

**US\$1,000,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2019**

**FINAL TERM SHEET**

**DATED JANUARY 18, 2017**

This final term sheet supplements the information set forth under 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 Short Form Base Shelf Prospectus dated June 30, 2016.

Issuer:	The Toronto-Dominion Bank
Issue:	Floating Rate Senior Medium-Term Notes, Series A, due 2019 (the Notes )
Expected Ratings <sup>1</sup> :	Moody's Investors Service: Aa1 (outlook: negative) / Standard & Poor's: AA- (outlook: stable)
Principal Amount:	US\$1,000,000,000
Issue Price:	100.000% plus accrued interest, if any, from January 25, 2017
Trade Date:	January 18, 2017
Settlement Date (T+5) <sup>2</sup> :	January 25, 2017
Maturity Date:	January 18, 2019
Minimum Denomination:	US\$2,000 and multiples of US\$1,000
Base Rate:	USD LIBOR
Index Maturity:	Three months
Spread:	+42 basis points
Commissions:	0.200%
Interest Payment Dates and Interest Reset Dates:	Quarterly, on January 18, April 18, July 18 and October 18 of each year, beginning April 18, 2017.
Interest Determination Date:	The second London business day preceding the applicable Interest Reset Date.
Day Count Fraction:	Actual / 360

<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

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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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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 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-Running Managers:

TD Securities (USA) LLC

Morgan Stanley & Co. LLC

CUSIP / ISIN:

89114QBR8 / US89114QBR83

**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 Book-Runners 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 1-855-495-9846 or Morgan Stanley & Co. LLC at 1-866-718-1649.**