

TORONTO DOMINION BANK  
Form FWP  
September 12, 2016

Filed Pursuant to Rule 433  
Registration Statement No. 333-211718

**THE TORONTO-DOMINION BANK**

**US\$100,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2018**

**FINAL TERM SHEET**

**DATED SEPTEMBER 12, 2016**

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.

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| Issuer:  | The Toronto-Dominion Bank  |
| Issue:   | Floating Rate Senior Medium-Term Notes, Series A, due 2018 (the "Notes")                                 |
| Expected Ratings <sup>1</sup> :                  | Moody's Investors Service: Aa1 (outlook: negative) / Standard & Poor's: AA- (outlook: stable)            |
| Principal Amount:                                | US\$100,000,000  |
| Issue Price:                                     | 100.000% plus accrued interest, if any, from September 19, 2016  |
| Trade Date:                                      | September 12, 2016   |
| Settlement Date (T+5) <sup>2</sup> :             | September 19, 2016   |
| Maturity Date:                                   | September 19, 2018   |
| Minimum Denomination:                            | US\$2,000 and multiples of US\$1,000   |
| Base Rate:                                       | USD LIBOR  |
| Index Maturity:                                  | Three months   |
| Spread:  | +43 basis points   |
| Commissions:                                     | 0.200%   |
| Net Proceeds:                                    | US\$99,800,000   |
| Interest Payment Dates and Interest Reset Dates: | Quarterly, on December 19, March 19, June 19 and September 19 of each year, beginning December 19, 2016. |

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Interest Determination Date:

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

<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.

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| 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 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  |
| Sole Book-Runner:                                  | TD Securities (USA) LLC   |
| CUSIP / ISIN:                                      | 89114QBQ0 / US89114QBQ01  |

**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 Sole Book-Runner 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.**