

TORONTO DOMINION BANK
Form FWP
October 19, 2017

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

THE TORONTO-DOMINION BANK

US\$1,700,000,000 1.900% SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2019

FINAL TERM SHEET

DATED OCTOBER 19, 2017

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated October 19, 2017 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:	1.900% Senior Medium-Term Notes, Series A, due 2019 (the "Notes")
Expected Ratings ¹ :	Moody's Investors Service: Aa2 (outlook: negative) / Standard & Poor's: AA- (outlook: stable)
Principal Amount:	US\$1,700,000,000
Issue Price:	99.900% plus accrued interest, if any, from October 24, 2017
Trade Date:	October 19, 2017
Settlement Date (T+3) ² :	October 24, 2017
Maturity Date:	October 24, 2019
Minimum Denomination:	US\$2,000 and multiples of US\$1,000 in excess thereof
Interest Rate:	1.900%
Treasury Benchmark:	UST 1.375% due September 30, 2019
Treasury Benchmark Price:	99-21 1/4
Treasury Benchmark Yield:	1.551%
Spread to Treasury Benchmark:	T + 40 basis points
Re-Offer Yield:	1.951%
Commissions:	0.200%

- ¹ 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.
- ² Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two business days, unless the parties to such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the pricing date will be required, by virtue of the fact that the Notes initially will settle in three business days (T+3), to specify alternative settlement arrangements to prevent a failed settlement.

Interest Payment Dates: Semi-annually on April 24 and October 24 of each year, beginning on April 24, 2018.

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 (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 Bookrunners: TD Securities (USA) LLC

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

UBS Securities LLC

CUSIP / ISIN: 89114Q BU1 / US89114QBU13

The Issuer has filed a registration statement (including a prospectus supplement and a 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. Alternatively, the Joint Bookrunners will arrange to send you the pricing supplement, when available, the prospectus supplement, and the prospectus if you request them by contacting TD Securities (USA) LLC at 1-855-495-9846, Citigroup Global Markets Inc. at 1-800-831-9146, J.P. Morgan Securities LLC at 1-212-834-4533 (collect), Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or UBS Securities LLC at 1-888-827-7275.