

TORONTO DOMINION BANK  
Form FWP  
July 08, 2011

**Filed Pursuant to Rule 433**  
**Registration No. 333-167637**  
**Dated: July 7, 2011**

**THE TORONTO-DOMINION BANK**  
**US\$500,000,000 FLOATING RATE SENIOR MEDIUM-TERM NOTES, SERIES A, DUE 2014**  
**FINAL TERM SHEET**  
**DATED JULY 7, 2011**

This final term sheet supplements the information set forth under the caption "Terms of the Notes" in the Preliminary Pricing Supplement dated July 7, 2011, the caption "Description of the Notes We May Offer" in the Prospectus Supplement dated June 22, 2011 and the caption "Description of the Debt Securities" in the Short Form Base Shelf Prospectus dated July 7, 2010.

Issuer:	The Toronto-Dominion Bank
Issue:	Floating Rate Senior Medium-Term Notes, Series A, due 2014
Expected Ratings <sup>1</sup> :	Moody's Investors Service: Aaa / Standard & Poor's: AA-
Principal Amount:	US\$500,000,000
Issue Price:	100.00%
Trade Date:	July 7, 2011
Settlement Date (T+5) <sup>2</sup> :	July 14, 2011 (DTC)
Maturity Date:	July 14, 2014
Minimum Denomination:	US\$2,000 and multiples of US\$1,000
Base Rate:	USD LIBOR
Index Maturity:	Three months
Spread:	+30 basis points
Commissions:	0.25%
Interest Payment Dates:	Quarterly, on January 14, April 14, July 14 and October 14 of each year, beginning October 14, 2011.

<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, 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.

---

Edgar Filing: TORONTO DOMINION BANK - Form FWP

Interest Determination Date:	The second London business day preceding the applicable Interest Reset Date.
Record Dates for Interest Payments:	The fifteenth calendar day prior to the applicable Interest Payment Date.
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 applicable 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 15 nor more than 45 calendar days notice to the trustee under the indenture and 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 Lead Managers:	TD Securities (USA) LLC Goldman, Sachs & Co. Citigroup Global Markets Inc. Morgan Stanley & Co. LLC
Co-Managers:	BMO Capital Markets Corp. CIBC World Markets Corp. Credit Suisse Securities (USA) LLC Desjardins Securities Inc. HSBC Securities (USA) Inc. J.P. Morgan Securities LLC Lloyds Securities Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated National Bank of Canada Financial Inc. RBC Capital Markets, LLC Scotia Capital (USA) Inc. UBS Securities LLC Wells Fargo Securities, LLC
CUSIP / ISIN:	89114Q AC2 / US89114QAC24

**The Toronto-Dominion Bank (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 lead managers 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 1-800-263-5292, Goldman, Sachs & Co. at 1-866-471-2526, Citigroup Global Markets Inc. toll-free at 1-877-858-5407, or Morgan Stanley & Co. LLC at 1-866-718-1649.

n="bottom"> 0.85	13,669	0.50	10,317	0.38	23,986	0.88
September 30, 2008(2)						
35,799	1.21	23,502	0.80	(9,504 )	(0.33 )	13,998 0.47
December 31, 2008						
22,213	0.75	11,960	0.40	(5,436 )	(0.18 )	6,524 0.22
March 31, 2009						
20,669	0.69	11,720	0.39	3,611	0.12	15,331 0.51
June 30, 2009						
21,800	0.59	11,981	0.32	(12,730 )	(0.34 )	(749 ) (0.02 )

(1) Per share amounts are calculated using weighted average shares during period.

(2) Additional income for this quarter was driven by other investment income from the settlement of net profits interests on IEC Systems LP and Advanced Rig Services LLC. See Note 4.

## Note 12. Subsequent Events

On July 6, 2009, and July 8, 2009, we paid down \$50,500 and \$74,300 of our revolving credit facility, respectively, reducing our outstanding borrowing to zero.

On July 7, 2009, we closed a public offering of 5,175,000 shares of our common stock (including the exercise of over-allotment options of our underwriters). The net proceeds to us were approximately \$44,046 after deducting estimated offering expenses.

On July 20, 2009, we purchased 297,274 shares of our common stock in connection with the dividend reinvestment plan.

On August 3, 2009, we announced that we had entered into a definitive agreement to acquire Patriot Capital Funding, Inc. (NASDAQ: PCAP) ( Patriot ) for approximately \$197,000 comprised of our common stock and cash to repay all Patriot debt, anticipated to be \$110,500. when the acquisition closes. Our common shares will be exchanged at a ratio of approximately 0.3992 for each Patriot share, or 8,616,467 shares of our common stock for 21,584,251 Patriot shares, with such exchange ratio decreased for any tax distributions Patriot may declare before closing. In return, we will acquire assets with an amortized cost of approximately \$311,000 for approximately \$196,000, based on an estimate of our common stock price of \$10 per share and the anticipated debt outstanding at the closing, the value of either may change prior to the closing. We, in conjunction with an independent valuation agent, have determined that the fair value of the assets is approximate to the anticipated purchase price and do not anticipate recording any material gain on the consummation of the transaction.

On August 20, 2009, we issued 3,449,686 shares at \$8.50 per share in a private stock offering. The net proceeds to us were approximately \$29,205 after deducting legal and advisory fees. Concurrent with the sale of these shares,

**Table of Contents**

**PROSPECT CAPITAL CORPORATION AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2009**

**(In thousands, except share and per share data) (Continued)**

we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the Shares. Under the terms and conditions of the registration rights agreement, we will use our reasonable best efforts to file with the SEC within sixty (60) days a post-effective amendment to the registration statement on Form N-2 and will also use our reasonable best efforts to cause such post-effective amendment to be declared effective by the SEC within one hundred twenty (120) days. Under the registration rights agreement, the Corporation may be obligated to make liquidated damages payments to holders upon certain events.

On August 31, 2009, C&J repaid the \$3,150 loan receivable to us and we received an additional 5% prepayment penalty totaling \$158. We continue to hold warrants for common units in this investment.

On September 4, 2009, Peerless Manufacturing Co. repaid the \$20,000 loan receivable to us.

On September 24, 2009, we issued 2,807,111 shares at \$9.00 per share in a private stock offering. The net proceeds to us were approximately \$24,423 after deducting estimated legal and advisory fees. Concurrent with the sale of these shares, we entered into a registration rights agreement in which we granted the purchasers certain registration rights with respect to the Shares. Under the terms and conditions of the registration rights agreement, we will use our reasonable best efforts to file with the SEC within sixty (60) days a post-effective amendment to the registration statement on Form N-2 and will also use our reasonable best efforts to cause such post-effective amendment to be declared effective by the SEC within one hundred twenty (120) days. Under the registration rights agreement, the Corporation may be obligated to make liquidated damages payments to holders upon certain events.

On September 28, 2009, we announced the declaration of a cash distribution of \$0.4075 per share to holders of record on October 8, 2009 to be paid on October 19, 2009.

On September 29, 2009, we announced a \$20,000 increase in total commitments on our revolving credit facility, increasing the facility size from \$175,000 to \$195,000.

On October 19, 2009, we issued 233,523 shares of our common stock in connection with the dividend reinvestment plan.

**Table of Contents**

**2,092,022 Shares**

**Prospect Capital Corporation**

**Common Stock**

**PROSPECTUS SUPPLEMENT**

**March 8, 2010**