

TORONTO DOMINION BANK
Form SUPPL
January 14, 2016

Filed Pursuant to General Instruction ILL of F-10
Registration No. 333-196343

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the prospectus supplement and prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION

Preliminary Pricing Supplement Dated January 14, 2016

Pricing Supplement to the Prospectus Supplement dated June 6, 2014 and the

Short Form Base Shelf Prospectus dated June 6, 2014

The Toronto-Dominion Bank

US\$ Floating Rate Senior Medium-Term Notes, Series A, Due

We will pay interest on the Floating Rate Senior Medium-Term Notes, Series A, due (the Notes) quarterly on , , and of each year. We will make the first interest payment on , 2016. The interest rate on the Notes for each period will be equal to three-month LIBOR plus a spread of basis points. The Notes will mature on . The Notes will be our unsecured obligations and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. We will issue the Notes in minimum denominations of US\$2,000 and integral multiples of US\$1,000.

Other than as set forth under Terms of the Notes Redemption for Tax Reasons, we may not redeem the Notes prior to their maturity. There is no sinking fund for the Notes.

The Notes will not be listed on any securities exchange.

Investing in the Notes involves a number of risks. See Risk Factors beginning on page S-5 of the prospectus supplement dated June 6, 2014.

The Notes are unsecured and are not savings accounts or insured deposits of a bank. The Notes are not insured or guaranteed by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other governmental agency or instrumentality of Canada or the United States.

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Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Notes	Total
Price to the public(1)	%	US\$	
Underwriting commissions	%	US\$	
Proceeds to The Toronto-Dominion Bank	%	US\$	

(1) The price to the public also will include interest accrued on the Notes after January , 2016, if any. This pricing supplement may be used by certain of our affiliates in connection with offers and sales of the Notes in market-making transactions.

We will deliver the Notes in book-entry only form through the facilities of The Depository Trust Company (including through its indirect participants Euroclear and Clearstream, Luxembourg) on or about January , 2016, against payment in immediately available funds.

Joint Book-Runners

TD Securities **BofA Merrill Lynch** **Citigroup** **Wells Fargo Securities**
TD Securities (USA) LLC is our affiliate. See Underwriting (Conflicts of Interest) in this pricing supplement.

Pricing Supplement dated January , 2016

WHERE YOU CAN FIND MORE INFORMATION

You should read this pricing supplement together with the prospectus supplement dated June 6, 2014 (the prospectus supplement) and the short form base shelf prospectus dated June 6, 2014 (the base prospectus), and the documents incorporated by reference therein (collectively, the prospectus). You should carefully consider, among other things, the matters set forth in Risk Factors in the prospectus supplement. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes.

You may access these documents on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

Prospectus Supplement dated June 6, 2014:
<http://www.sec.gov/Archives/edgar/data/947263/000119312514228965/d717981dsuppl.htm>

Short Form Base Shelf Prospectus dated June 6, 2014 (forming part of Amendment No. 1 to the Registration Statement on Form F-10 (File No. 333-196343)):
<http://www.sec.gov/Archives/edgar/data/947263/000119312514228662/d713687df10a.htm>

Our Central Index Key, or CIK, on the SEC website is 947263.

DOCUMENTS INCORPORATED BY REFERENCE

This pricing supplement is deemed to be incorporated by reference into the prospectus solely for the purpose of the Notes to be issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the prospectus and reference should be made to the prospectus for full particulars thereof.

The following documents with respect to TD, filed with the securities commissions or similar authorities in Canada, are specifically incorporated by reference in and form an integral part of this pricing supplement:

the Management Proxy Circular dated as of January 22, 2015;

the Annual Information Form dated December 2, 2015;

the consolidated audited financial statements for the fiscal year ended October 31, 2015 with comparative consolidated financial statements for the fiscal year ended October 31, 2014, together with the auditors' report thereon and Management's Discussion & Analysis as contained in the Annual Report to Shareholders for the year ended October 31, 2015; and

the Reports on Form 6-K filed on November 10, 2015, December 3, 2015 (related to the news release announcing the Bank's intention to launch a normal course issuer bid to repurchase its common shares (the Normal Course Issuer Bid)), December 3, 2015 (related to the 4th Quarter 2015 Earnings News Release), December 10, 2015 (related to the news release announcing the approval by the Toronto Stock Exchange and the Office of the Superintendent of Financial Institutions Canada of the Normal Course Issuer Bid), January 5, 2016 (two filings) and January 12, 2016.

Any document of the type referred to above (excluding confidential material change reports) or business acquisitions reports, all as filed by TD with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this pricing supplement and prior to the termination of the offering of Notes hereunder will be deemed to be incorporated by reference into this pricing supplement.

Updated earnings coverage ratios, as necessary, will be filed quarterly with the various securities commissions and similar authorities in Canada, either as prospectus supplements to the base prospectus or as exhibits to TD's unaudited interim and audited annual consolidated financial

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statements, and will be deemed to be incorporated by reference into this pricing supplement and the prospectus for the issuance of Notes hereunder.

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Any statement contained in the prospectus, in this pricing supplement or in any other document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this pricing supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this pricing supplement or the prospectus. You should not assume that the information in this pricing supplement, the prospectus or any document incorporated by reference herein or therein is accurate as of any date other than the date of the applicable document.