

TORONTO DOMINION BANK
Form SUPPL
October 30, 2014
Table of Contents

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 accompanying 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 October 30, 2014

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\$

% Senior Medium-Term Notes, Series A, Due 2019

We will pay interest on the % Senior Medium-Term Notes, Series A, due 2019 (the Notes), semi-annually on and of each year. We will make the first interest payment on the Notes on , 2015. The Notes will mature on , 2019. 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

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or the United States.

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 November , 2014, 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 November , 2014, against payment in immediately available funds.

Joint Book-Runners

TD Securities **Goldman, Sachs & Co.** **J.P. Morgan** **Morgan Stanley** **Wells Fargo Securities**
TD Securities (USA) LLC is our affiliate. See Underwriting (Conflicts of Interest) in this pricing supplement.

Pricing Supplement dated October , 2014

Table of Contents

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>