

TORONTO DOMINION BANK  
Form 6-K  
February 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For the month of February, 2014.**  
**Commission File Number: 001-14446**

**The Toronto-Dominion Bank**  
**(Translation of registrant's name into English)**

**c/o General Counsel's Office**  
**P.O. Box 1, Toronto Dominion Centre,**  
**Toronto, Ontario, M5K 1A2**

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**This Form 6-K is incorporated by reference into all outstanding Registration Statements of The Toronto-Dominion Bank filed with the U.S. Securities and Exchange Commission and the Private Placement Memoranda of Toronto Dominion Holdings (U.S.A.), Inc. dated February 22, 2013.**

**FORM 6-K**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE TORONTO-DOMINION BANK**

DATE: February 20, 2014

By: /s/ Rasha El Sissi  
Name: Rasha El Sissi  
Title: Vice President, Legal

**EXHIBIT INDEX**

Exhibit	Description
99.1	Notice of Annual Meeting of Common Shareholders and Management Proxy Circular
99.2	Form of Proxy for common shareholders
99.3	Form of Proxy for common shareholders under the Direct Registration System
99.4	Board Charter