

TORONTO DOMINION BANK  
Form 6-K  
December 20, 2016

**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 December, 2016.**

**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**  
**(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover 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 Report on Form 6-K and the exhibits hereto are incorporated by reference as exhibits to the Bank's Registration Statement on Form F-3 which was originally filed with the Securities and Exchange Commission on May 31, 2016 (File No. 333- 211718).

**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: December 20, 2016

By: /s/ Cynthia Sargeant  
Name: Cynthia Sargeant  
Title: Associate Vice President, Legal

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 5.1            | Opinion of Simpson Thacher & Bartlett LLP, U.S. counsel for the Bank.      |
| 5.2            | Opinion of McCarthy Tétrault LLP, Canadian counsel for the Bank.           |
| 23.1           | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1 above). |
| 23.2           | Consent of McCarthy Tétrault LLP (included in Exhibit 5.2 above).          |