

TORONTO DOMINION BANK  
Form 6-K  
April 12, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date: April 12, 2016**

**Commission File Number: 001-14446**

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**The Toronto-Dominion Bank**

(Registrant's Name)

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c/o General Counsel's Office

P.O. Box 1

Toronto-Dominion Centre

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Toronto, Ontario M5K 1A2, Canada

(416) 308-6963

(Address and telephone of principal executive office)

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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

This Form 6-K is hereby incorporated by reference into the registration statement of The Toronto-Dominion Bank on Form F-3 (Registration Number 333-197364).

This Form 6-K consists of two Opinions of Cadwalader, Wickersham & Taft LLP, as special counsel and as special U.S. tax counsel to The Toronto-Dominion Bank, each including a Consent of Cadwalader, Wickersham & Taft LLP, as special counsel and as special U.S. tax counsel to The Toronto-Dominion Bank. The Opinions and Consents of Cadwalader, Wickersham & Taft LLP are filed herewith as exhibits to the Registration Statement of The Toronto-Dominion Bank on Form F-3 filed on July 11, 2014 (File No. 333-197364).

EXHIBIT INDEX

**Exhibit Index**

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|--------------|---|
| Exhibit 5.4  | Opinion of<br>Cadwalader,<br>Wickersham &<br>Taft LLP, special<br>counsel to The<br>Toronto-Dominion<br>Bank  |
| Exhibit 23.4 | Consent of<br>Cadwalader,<br>Wickersham &<br>Taft LLP, special<br>counsel to The<br>Toronto-Dominion<br>Bank (included in<br>Exhibit 5.4)             |
| Exhibit 8.3  | Opinion of<br>Cadwalader,<br>Wickersham &<br>Taft LLP, special<br>U.S. tax counsel to<br>The<br>Toronto-Dominion<br>Bank                              |
| Exhibit 23.5 | Consent of<br>Cadwalader,<br>Wickersham &<br>Taft LLP, special<br>U.S. tax counsel to<br>The<br>Toronto-Dominion<br>Bank (included in<br>Exhibit 8.3) |

INCORPORATION BY REFERENCE

This report on Form 6-K shall be deemed to be incorporated by reference in the registration statement on Form F-3 (Registration Number: 333-197364) of The Toronto-Dominion Bank and to be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

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

By: /s/ Tim Andrews

Name: Tim Andrews

Title: Managing Director

Date: April 12, 2016