

TORONTO DOMINION BANK  
Form 6-K  
February 21, 2013

**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, 2013.

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 24, 2005.

**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 21, 2013

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