

TORONTO DOMINION BANK
Form S-8
November 29, 2004

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As filed with the Securities and Exchange Commission on November 29, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Toronto-Dominion Bank

(Exact name of Registrant as specified in its charter)

Canada

(State or other jurisdiction of incorporation or organization)

13-5640479

(I.R.S. Employer Identification Number)

P.O. Box 1

**Toronto-Dominion Centre
King Street West and Bay Street
Toronto, Ontario M5K1A2
Canada**

(416) 982-8222

(Address, including zip code, of Registrant's principal executive office)

**The Toronto-Dominion Bank 2000 Stock Incentive Plan
The Toronto-Dominion Bank 1993 Stock Option Plan**

(Full title of the Plans)

Brendan O'Halloran

**The Toronto-Dominion Bank
31 West 52nd Street
New York, New York 10019-6101
(212) 827-7503**

(Name, address, including zip code, and telephone number, including area code, of Registrant's agent for service)

Copies to:

**Lee Meyerson
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 827-7503**

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered ^{(a)(b)}	Proposed Maximum Offering Price Per Share ^(c)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, without par value	4,000,000	\$40.045	\$160,180,000	\$20,295

(a) The number of Common Shares being registered hereby shall be adjusted to include any additional shares which may become issuable as a result of stock splits, stock dividends or similar transactions in accordance with the provisions of the plans described herein.

(b) The shares are issuable pursuant to the respective Plans as follows: The Toronto-Dominion Bank 2000 Stock Incentive Plan 3,000,000 Shares and The Toronto-Dominion Bank 1993 Stock Option Plan 1,000,000 Shares.

(c) Pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange Composite Tape on November 23, 2004.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the earlier registration statements, numbers 333-12948 and 333-06598 are hereby incorporated by reference.

Item 8. *Exhibits.*

5.1 Opinion of Christopher A. Montague

23.1 Consent of Ernst & Young LLP and PricewaterhouseCoopers LLP.

23.2 Consent of Christopher A. Montague (included in his opinion filed as Exhibit 5.1 hereto)

24.1 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Toronto, Ontario, Canada on the 29th day of November, 2004.

THE TORONTO-DOMINION BANK

By: /s/ CHRISTOPHER A. MONTAGUE

Name: Christopher A. Montague

Title: *Executive Vice President and General Counsel*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated

Signature	Title	Date
<u>*</u>	President, Chief Executive Officer and Director	November 29, 2004
W. Edmund Clark		
<u>*</u>	Executive Vice President and Chief Financial Officer	November 29, 2004
Daniel A. Marinangeli		
<u>*</u>	Senior Vice President and Chief Accountant	November 29, 2004
Damian J. McNamee		
<u>*</u>	Authorized Representative in the United States	November 29, 2004
Brendan O'Halloran		
<u>*</u>	Chairman of the Board	November 29, 2004
John M. Thompson		
<u>*</u>	Director	November 29, 2004
William E. Bennett		
<u>*</u>	Director	November 29, 2004
Hugh J. Bolton		
	Director	November 29, 2004

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Signature

Title

Date

*

John L. Bragg

Director

November 29, 2004

*

Marshall A. Cohen

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*	Director	November 29, 2004
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Wendy K. Dobson		
*	Director	November 29, 2004
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Darren Entwistle		
*	Director	November 29, 2004
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Donna M. Hayes		
	Director	
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Henry H. Ketcham		
*	Director	November 29, 2004
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Pierre H. Lessard		
*	Director	November 29, 2004
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Harold H. MacKay		
*	Director	November 29, 2004
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Brian F. MacNeill		
*	Director	November 29, 2004
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Roger Phillips		
	Director	
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Wilbur J. Prezzano		
*	Director	November 29, 2004
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Helen K. Sinclair		
*	Director	November 29, 2004
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Donald R. Sobey		
	Director	November 29, 2004

*

Michael D. Sopko

November 29, 2004

/s/ CHRISTOPHER A. MONTAGUE*

Christopher A. Montague

*Attorney-in-fact

INDEX TO EXHIBITS

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CALCULATION OF REGISTRATION FEE

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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