

TORONTO DOMINION BANK  
Form 6-K  
February 23, 2011

**SECURITIES AND EXCHANGE COMMISSION**  
**450, 5th Street**  
**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, 2011.

**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)

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 whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**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.**

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**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 23, 2011

By: /s/ Rasha El Sissi

Name: Rasha El Sissi

Title: Vice President, Legal

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**EXHIBIT INDEX**

| <b>No.</b> | <b>Exhibits</b>   |
|------------|---|
| 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   |