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 13-5640479

(State or other jurisdiction of incorporation or organization)

(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

| 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.
- 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.

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

| Signature | Title | Date |
|-------------------|----------|-------------------|
| | | |
| * | | |
| John L. Bragg | _ | |
| * | Director | November 29, 2004 |
| Marshall A. Cohen | 4 | |

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

*

Michael D. Sopko

November 29, 2004

/s/ CHRISTOPHER A. MONTAGUE*

Christopher A. Montague *Attorney-in-fact

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INDEX TO EXHIBITS

| Exhibit Number | Description | |
|-------------------|--|--|
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