



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 30, 2019

Bharat B. Masrani  
Group President and Chief Executive Officer  
The Toronto-Dominion Bank  
TD Bank Tower  
Toronto-Dominion Centre  
Toronto, Ontario M5K 1A2, Canada

**Re: The Toronto-Dominion Bank**  
**Registration Statement on Form F-3**  
**Filed May 24, 2019**  
**File No. 333-231751**

Dear Mr. Masrani:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Eric Envall at (202) 551-3234 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Financial Services