

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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FILER

TORONTO DOMINION BANK

CIK: **947263** | IRS No.: **135640479** | State of Incorpor.: **A6** | Fiscal Year End: **1031**
Type: **6-K** | Act: **34** | File No.: **001-14446** | Film No.: **09544480**
SIC: **6029** Commercial banks, nec

Mailing Address

*TD TOWER 12TH FLOOR 55
KING STREET WEST
P O BOX 1
TORONTO A6*

Business Address

*TD TOWER 12TH FLOOR 55
KING STREET WEST
PO BOX 1 TORONTO
PROVINCE ONTARIO A6
4169828222*

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
450, 5th Street
Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of January, 2009.

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- _____

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: January 26, 2009

By: /s/ Rasha El Sissi

Name: Rasha El Sissi

Title: Vice President, Legal

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated January 23, 2009 - TD Bank Finalizes Size of Preferred Share Issue

TD Bank Finalizes Size of Preferred Share Issue

January 23, 2009 - TORONTO - The Toronto-Dominion Bank (TDBFG) today announced that a group of underwriters led by TD Securities Inc. has exercised the option to purchase an additional 3 million non-cumulative 5-Year Rate Reset Class A Preferred Shares, Series AG (the Series AG Shares) carrying a face value of \$25.00 per share. This brings the total issue announced on January 22, 2009, and expected to close January 30, 2009, to 15 million shares and gross proceeds raised under the offering to \$375 million. TDBFG will file in Canada a prospectus supplement to its September 29, 2008 short form base shelf prospectus in respect of this issue.

The Series AG Shares will yield 6.25% annually, payable quarterly, as and when declared by the Board of Directors of TDBFG, for the initial period ending April 30, 2014. Thereafter, the dividend rate will reset every five years at a level of 438 basis points over the then five-year Government of Canada bond yield.

Holders of the Series AG Shares will have the right to convert their shares into non-cumulative Floating Rate Class A Preferred Shares, Series AH (the Series AH Shares), subject to certain conditions, on April 30, 2014, and on April 30th every five years thereafter. Holders of the Series AH Shares will be entitled to receive quarterly floating dividends, as and when declared by the Board of Directors of TDBFG, equal to the three-month Government of Canada Treasury bill yield plus 438 basis points.

The offering is anticipated to qualify as Tier 1 capital for TDBFG. TDBFG will make an application to list the Series AG Shares as of the closing date on the Toronto Stock Exchange.

The Series AG Shares and Series AH Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell securities in the United States.

About TD Bank Financial Group

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Financial Group. TD Bank Financial Group is the sixth largest bank in North America by branches and serves approximately 17 million customers in four key businesses operating in a number of locations in key financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust and TD Insurance; Wealth Management, including TD Waterhouse and an investment in TD Ameritrade; U.S. Personal and Commercial Banking through TD Banknorth and TD Bank, America's Most Convenient Bank; and Wholesale Banking, including TD Securities. TD Bank Financial Group also ranks among the world's leading on-line financial services firms, with more than 5.5 million on-line customers. TD Bank Financial Group had CDN\$563 billion in assets as of October 31, 2008. The Toronto-Dominion Bank trades under the symbol "TD" on the Toronto and New York Stock Exchanges.

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For further information: Nick Petter, Media Relations, (416) 308-1861.