

TORONTO DOMINION BANK  
Form S-8  
June 04, 2004

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As filed with the Securities and Exchange Commission on June 4, 2004

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### 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 TD Waterhouse Group, Inc., 401(k) & Profit Sharing Plan  
(formerly known as TD Waterhouse Group, Inc. 401(k) Plan)  
(Full title of the Plans)**

**Victor J. Huebner  
The Toronto-Dominion Bank  
31 West 52<sup>nd</sup> Street  
New York, New York 10019-6101  
(212) 468-0610**

(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) 455-2000**

#### CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered <sup>(a)</sup>	Proposed Maximum Offering	Proposed Maximum	Amount of Registration Fee
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Price Per Share<sup>(b)</sup>      Aggregate Offering  
Price

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Common Shares, without par value	500,000	\$33,065	\$16,532,500	\$2,094.67
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- (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) 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 June 1, 2004.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described above.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

The contents of the earlier registration statement, number 333-101026 are hereby incorporated by reference.

**Item 3. *Incorporation of Documents by Reference.***

The following documents filed by The Toronto-Dominion Bank (the "Company" or "Registrant") or the TD Waterhouse Group, Inc. 401(k) & Profit Sharing Plan (the "Plan") with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement.

- (a) The Company's Annual Report on Form 40-F for the fiscal year ended October 31, 2003 pursuant to the Securities Act of 1933, as amended, which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.
- (b) Form 6-K for the month of January, dated January 13, 2004.
- (c) Form 6-K for the month of January, dated January 20, 2004.
- (d) Form 6-K for the month of January, dated January 23, 2004.
- (e) Form 6-K for the month of February, dated February 17, 2004.
- (f) Form 6-K for the month of February, dated February 26, 2004.
- (g) Form 6-K for the month of February, dated February 27, 2004.
- (h) Form 6-K for the month of March, dated March 5, 2004.
- (i) Form 6-K for the month of May, dated May 27, 2004.
- (j) The description of the Company's Common Shares contained in the Company's Registration Statement on Form 8-A filed on August 22, 1996.

All documents filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (the "Act") after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8.** *Exhibits.*

23.1 Consent of Ernst & Young LLP and PricewaterhouseCoopers LLP.

24.1 Power of Attorney.

99.1 The TD Waterhouse Group, Inc. 401(k) & Profit Sharing Plan.

With respect to the TD Waterhouse Group, Inc. 401(k) & Profit Sharing Plan, in lieu of the opinion of counsel or determination letter contemplated by Item 601(b) (5) of Regulation S-K, the Registrant hereby undertakes that it will submit or has submitted the TD Waterhouse Group, Inc. 401(k) & Profit Sharing Plan, and any amendments thereto, to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under Section 401 of the Internal Revenue Code of 1986, as amended.

**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 4<sup>th</sup> day of June, 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>  *W. EDMUND CLARK  </u> W. Edmund Clark	President, Chief Executive Officer and Director	June 4, 2004
<u>  *DANIEL A. MARINANGELI  </u> Daniel A. Marinangeli	Executive Vice President and Chief Financial Officer	June 4, 2004
<u>  *DAMIAN J. MCNAMEE  </u> Damian J. McNamee	Vice President and Chief Accountant	June 4, 2004
<u>  *VICTOR J. HUEBNER  </u> Victor J. Huebner	Authorized Representative in the United States	June 4, 2004
<u>  John M. Thompson  </u>	Chairman of the Board	
<u>  *WILLIAM E. BENNETT  </u> William E. Bennett	Director	June 4, 2004
<u>  *HUGH J. BOLTON  </u> Hugh J. Bolton	Director	June 4, 2004
<u>  *MARSHALL A. COHEN  </u> Marshall A. Cohen	Director	June 4, 2004

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<hr/> <b>*WENDY K. DOBSON</b>	Director	June 4, 2004
Wendy K. Dobson		
<hr/> <b>*DARREN ENTWISTLE</b>	Director	June 4, 2004
Darren Entwistle		
<hr/> Donna M. Hayes	Director	
<hr/> <b>*HENRY H. KETCHAM</b>	Director	June 4, 2004
Henry H. Ketcham		
<hr/> <b>*PIERRE H. LESSARD</b>	Director	June 4, 2004
Pierre H. Lessard		
<hr/> <b>*BRIAN F. MACNEILL</b>	Director	June 4, 2004
Brian F. MacNeill		
<hr/> <b>*ROGER PHILLIPS</b>	Director	June 4, 2004
Roger Phillips		
<hr/> <b>*WILBUR J. PREZZANO</b>	Director	June 4, 2004
Wilbur J. Prezzano		
<hr/> <b>*HELEN K. SINCLAIR</b>	Director	June 4, 2004
Helen K. Sinclair		
<hr/> Donald R. Sobey	Director	
<hr/> <b>*MICHAEL D. SOPKO</b>	Director	June 4, 2004
Michael D. Sopko		
<hr/> <i>/s/</i> CHRISTOPHER A. MONTAGUE		June 4, 2004
Christopher A. Montague		

\*Attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, the appropriate person (or other persons who administer the TD Waterhouse Group, Inc. 401(k) & Profit Sharing Plan) has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Toronto, Ontario, Canada on the 4<sup>th</sup> day of June, 2004.

By: /s/ \*CHRISTOPHER A. MONTAGUE

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Name: Christopher A. Montague

Title: *Executive Vice President and General Counsel*  
*The Toronto-Dominion Bank Senior International Pension Committee*

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INDEX TO EXHIBITS

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CALCULATION OF REGISTRATION FEE

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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