TORONTO DOMINION BANK
Form 424B2
October 21, 2016

**Filed Pursuant to Rule 424(b)(2)**

**Registration Statement No. 333-211718**

**The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement is not an offer to sell nor does it seek an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion, Dated October 21, 2016.**

Pricing Supplement dated October , 2016 to the

Product Prospectus Supplement MLN-ES-ETF-1 dated July 8, 2016 and

Prospectus Dated June 30, 2016

The Toronto-Dominion Bank

$[ ]

Autocallable Fixed Interest Barrier Notes Linked to the Common Stock of Marathon Oil Corporation Due May 1, 2018

The Toronto-Dominion Bank ("TD" or "we") is offering the Autocallable Fixed Interest Barrier Notes (the "Notes") linked to the common stock of Marathon Oil Corporation (the "Reference Asset"). The Notes will pay an Interest Payment on each Interest Payment Date (including the Maturity Date) at a rate of 13.00% per annum (the "Fixed Interest Rate"). The Notes will be automatically called if the Closing Price of the Reference Asset is greater than or equal to the Initial Price on any Valuation Date other than the Final Valuation Date. If the Notes are automatically called, on the first following Interest Payment Date (the "Call Payment Date"), we will pay a cash payment per Note equal to their Principal Amount, plus the Interest Payment otherwise due. No further amounts will be owed under the Notes. If the Notes are not automatically called, on the Maturity Date, we will pay a cash payment, if anything, per Note equal to:

· If the Final Price is greater than or equal to the Barrier Price, the Principal Amount of $1,000.

· If the Final Price is less than the Barrier Price, the sum of (1) $1,000 plus (2) the product of (i) $1,000 times (ii) the Percentage Change

If the Notes are not automatically called and the Final Price is less than the Barrier Price, investors will lose 1% of the Principal Amount of the Notes for each 1% that the Final Level is less than the Initial Level, and may lose the entire Principal Amount. Any payments on the Notes are subject to our credit risk.

The Notes are unsecured and are not savings accounts or insured deposits of a bank. The Notes are not insured or guaranteed by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other governmental agency or instrumentality of Canada or the United States. The Notes will not be listed on any securities exchange.

**The Notes do not guarantee the return of the Principal Amount and, if the Final Level is less than the Barrier Price, investors may lose up to their entire investment in the Notes.**

**The Notes have complex features and investing in the Notes involves a number of risks. See "Additional Risk Factors" on page P-6 of this pricing supplement, "Additional Risk Factors Specific to the Notes" beginning on page PS-5 of the product prospectus supplement MLN-ES-ETF-1 dated July 8, 2016, (the "product prospectus supplement") and "Risk Factors" on page 1 of the prospectus dated June 30, 2016 (the "prospectus").**

**Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these notes or determined that this pricing supplement, the product prospectus supplement or the prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

We will deliver the Notes in book-entry only form through the facilities of The Depository Trust Company on or about October 31, 2016, against payment in immediately available funds.

Our estimated value of the Notes on the Pricing Date, based on our internal pricing models, is expected to be $971.00 per Note, as discussed further under "Additional Risk Factors — Estimated Value" beginning on page P-7 and "Additional Information Regarding Our Estimated Value of the Notes" on page P-15 of this pricing supplement. The estimated value is expected to be less than the public offering price of the Notes.

| | Public Offering Price[1] | Underwriting Discount[2] | Proceeds to TD |
|---|---|---|---|
| Per Note | $1,000.00 | Up to $30.00 | At least $970.00 |
| Total | $ | $ | $ |

---

[1]Certain dealers who purchase the Notes for sale to certain fee-based advisory accounts may forego some or all of their selling concessions, fees or commissions. The public offering price for investors purchasing the Notes in these accounts may be as low as $970.00 (97.00%) per Note.

[2]TD Securities (USA) LLC ("TDS") will purchase the Notes from TD at the public offering price less an underwriting discount of up to $30.00 (3.00%) per Note for distribution to other registered broker-dealers, or will offer the Notes directly to investors. The underwriting discount represents the selling concessions for other dealers in connection with the distribution of the Notes. The other dealers may forgo, in their sole discretion, some or all of their selling concessions. TD will reimburse TDS for certain expenses in connection with its role in the offer and sale of the Notes, and TD will pay TDS a fee in connection with its role in the offer and sale of the Notes. See "Supplemental Plan of Distribution (Conflicts of Interest)" on page P-15 of this pricing supplement.

TD SECURITIES (USA) LLC P-1

Autocallable Fixed Interest Barrier Notes

Linked to the Common Stock of Marathon Oil Corporation

Due May 1, 2018

Summary

The information in this “Summary” section is qualified by the more detailed information set forth in this pricing supplement, the product prospectus supplement and the prospectus.

| | |
|---|---|
| Issuer: | TD |
| Issue: | Senior Debt Securities |
| Type of Note: | Autocallable Fixed Interest Barrier Notes |
| Term: | Approximately 18 months, subject to an automatic call |
| Reference Asset: | The common stock of Marathon Oil Corporation (ticker: MRO) |
| CUSIP / ISIN | 89114QYB8 / US89114QYB84 |
| Agent: | TDS |
| Currency: | U.S. Dollars |
| Minimum Investment: | $1,000 and minimum denominations of $1,000 in excess thereof |
| Principal Amount | $1,000 per Note |
| Pricing Date: | October 26, 2016 |
| Issue Date: | October 31, 2016, which is 3 Business Days following the Pricing Date. |
| Call Feature: | If the Closing Price of the Reference Asset on any Valuation Date other than the Final Valuation Date is greater than or equal to the Initial Price, we will automatically call the Notes and, on the applicable Call Payment Date, will pay you a cash payment equal to the Principal Amount, plus the Interest Payment otherwise due. No further amounts will be owed to you under the Notes. |
| Call Payment Date: | If the Notes are subject to an automatic call, the Call Payment Date will be the Interest Payment Date immediately following the relevant Valuation Date. |
| Valuation Dates: | The 26th calendar day of each January, April, July and October from and including January 26, 2017 to April 26, 2018 (the “Final Valuation Date”), unless any such date is not a Trading Day, in which case the relevant Valuation Date (or Final Valuation Date) will be the next following Trading Day. If a Market Disruption Event occurs or is continuing on any Valuation Date (including the Final Valuation Date), the Valuation Date will be postponed to the next Trading Day on which no Market Disruption Event occurs or is continuing. In no event, however, will any Valuation Date be postponed by more than ten Trading Days. If the determination of the Closing Price of the Reference Asset for any Valuation Date is postponed to the last possible day, but a Market Disruption Event occurs or is continuing on that day, that day will nevertheless be the date on which the Closing Price of the Reference Asset will be determined. In such an event, the Calculation Agent will estimate the price that would have prevailed in the absence of the Market Disruption Event. |

TD SECURITIES (USA) LLC P-2

| | |
|---|---|
| Interest Payment Dates: | With respect to each Valuation Date, the third Business Day following the related Valuation Date, subject to postponement as described above under "— Valuation Dates" |
| Interest Payment: | On each Interest Payment Date, an amount equal to:<br><br>Principal Amount x Fixed Interest Rate x ¼ |
| Fixed Interest Rate: | 13.00% per annum |
| Maturity Date: | May 1, 2018, which is 3 Business Days following the Final Valuation Date, subject to postponement as described above under "— Valuation Dates" |
| Payment at Maturity<br><br>(If Not Called): | If the Notes are not automatically called, on the Maturity Date, we will pay a cash payment, if anything per Note equal to:<br><br>· If the Final Price is greater than or equal to the Barrier Price:<br>Principal Amount of $1,000.<br><br>· If the Final Price is less than the Barrier Price:<br><br>The sum of (1) $1,000 plus (2) the product of (i) $1,000 times (ii) the Percentage Change<br><br>**If the Notes are not automatically called and the Final Price is less than the Barrier Price, investors will lose 1% of the Principal Amount of the Notes for each 1% that the Final Level is less than the Initial Level, and may lose the entire Principal Amount. Any payments on the Notes are subject to our credit risk.** |
| Percentage Change: | The Percentage Change is the quotient, expressed as a percentage, of the following formula:<br><br>$\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$ |
| **Initial Price:** | The Closing Price of the Reference Asset on the Pricing Date, subject to adjustment as described under "General Terms of the Notes— Anti-Dilution Adjustments" in the product prospectus supplement |
| **Final Price:** | The Closing Price of the Reference Asset on the Final Valuation Date |
| **Barrier Price:** | 60.00% of the Initial Price (to be determined on the Pricing Date), subject to adjustment as described under "General Terms of the Notes— Anti-Dilution Adjustments" in the product prospectus supplement |
| Business Day: | Any day that is a Monday, Tuesday, Wednesday, Thursday or Friday that is neither a legal holiday nor a day on which banking institutions are authorized or required by law to close in New York City or Toronto |

| | |
|---|---|
| U.S. Tax Treatment: | By purchasing a Note, you agree, in the absence of a statutory, regulatory, administrative or judicial ruling to the contrary, to treat each Note, for U.S. federal income tax purposes, as a put option written by you in respect of the Reference Asset and a deposit with us of cash in an amount equal to the Principal Amount of the Note to secure your potential obligation under the put option, allocated as specified below under "Supplemental Discussion of U.S. Federal Income Tax Consequences". Based on certain factual representations received from us, in the opinion of our special U.S. tax counsel, Cadwalader, Wickersham & Taft LLP, it is reasonable to treat the Notes in the manner described above. However, because there is no authority that specifically addresses the tax treatment of the Notes, it is possible that your Notes could alternatively be treated for tax purposes as a single contingent payment debt instrument, or pursuant to some other characterization, such that the timing and character of your income from the Notes could differ materially from the treatment described above, as described further herein under "Supplemental Discussion of U.S. Federal Income Tax Consequences" beginning on page P-12 and in the product prospectus supplement under "Supplemental Discussion of U.S. Federal Income Tax Consequences" beginning on page PS-38. |
| Canadian Tax Treatment: | Please see the discussion in the product prospectus supplement under "Supplemental Discussion of Canadian Tax Consequences," which applies to the Notes. |
| Calculation Agent: | TD |
| Listing: | The Notes will not be listed on any securities exchange. |
| Clearance and Settlement: | DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under "Forms of the Debt Securities" and "Book-Entry Procedures and Settlement" in the prospectus). |

*The Pricing Date, the Issue Date, and all other dates listed above are subject to change. These dates will be set forth in the final pricing supplement that will be made available in connection with sales of the Notes.*

Additional Information Concerning Your Notes

You should read this pricing supplement together with the prospectus, as supplemented by the product prospectus supplement, relating to our Senior Debt Securities, of which these Notes are a part. Capitalized terms used but not defined in this pricing supplement will have the meanings given to them in the product prospectus supplement. In the event of any conflict the following hierarchy will govern: first, this pricing supplement; second, the product prospectus supplement; and last, the prospectus. ***The Notes vary from the terms described in the product prospectus supplement in several important ways. You should read this pricing supplement carefully.***

This pricing supplement, together with the documents listed below, contains the terms of the Notes and supersedes all prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in "Additional Risk Factors" on page P-6 of this pricing supplement, "Additional Risk Factors Specific to the Notes" beginning on page PS-5 of the product prospectus supplement and "Risk Factors" on page 1 of the prospectus, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes. You may access these documents on the SEC website at www.sec.gov as follows (or if that address has changed, by reviewing our filings for the relevant date on the SEC website):

§ Prospectus dated June 30, 2016: https://www.sec.gov/Archives/edgar/data/947263/000119312516638441/d162493d424b3.htm

§ Product Prospectus Supplement MLN-ES-ETF-1 dated July 8, 2016: https://www.sec.gov/Archives/edgar/data/947263/000089109216016045/e70441_424b2.htm

Our Central Index Key, or CIK, on the SEC website is 0000947263. Alternatively, The Toronto-Dominion Bank, any Agent or any dealer participating in this offering will arrange to send you the product prospectus supplement and the prospectus if you so request by calling 1-855-303-3234. As used in this pricing supplement, the "Bank," "we," "us," or "our" refers to The Toronto-Dominion Bank and its subsidiaries.

We reserve the right to change the terms of, or reject any offer to purchase, the Notes prior to their issuance. In the event of any changes to the terms of the Notes, we will notify you and you will be asked to accept such changes in connection with your purchase. You may also choose to reject such changes, in which case we may reject your offer to purchase.

Additional Risk Factors

The Notes involve risks not associated with an investment in conventional debt securities. This section describes the most significant risks relating to the terms of the Notes. For additional information as to these risks, please see the product prospectus supplement and the prospectus.

You should carefully consider whether the Notes are suited to your particular circumstances before you decide to purchase them. Accordingly, prospective investors should consult their investment, legal, tax, accounting and other advisors as to the risks entailed by an investment in the Notes and the suitability of the Notes in light of their particular circumstances.

**Your Investment in the Notes May Result in a Loss.**

The Notes do not guarantee the return of the Principal Amount and investors may lose up to their entire investment in the Notes. Specifically, if the Notes are not automatically called and the Final Price is less than the Barrier Price, investors will lose 1% of the Principal Amount of the Notes for each 1% that the Final Level is less than the Initial Level, and may lose the entire Principal Amount.

**Your Return May Be Lower than the Return on a Conventional Debt Security of Comparable Maturity.**

The return that you will receive on your Notes, which could be negative, may be less than the return you could earn on other investments. Even if your return is positive, your return may be less than the return you would earn if you bought a conventional senior interest bearing debt security of the Bank with the same maturity date or if you invested directly in the Reference Asset. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

**The Notes May Be Automatically Called Prior to the Maturity Date And Are Subject to Reinvestment Risk.**

If your Notes are automatically called, no further payments will be owed to you under the Notes after the applicable Call Payment Date. Therefore, because the Notes could be called as early as the first potential Call Payment Date, the holding period could be limited. There is no guarantee that you would be able to reinvest the proceeds from an investment in the Notes at a comparable return for a similar level of risk in the event the Notes are automatically called prior to the Maturity Date. Furthermore, to the extent you are able to reinvest such proceeds in an investment with a comparable return for a similar level of risk, you may incur transaction costs such as dealer discounts and hedging costs built into the price of the new notes.

**Your Return on the Notes Will Be Limited to the Interest Payments Paid on the Notes, Regardless of Any Appreciation in the Price of the Reference Asset.**

The return on your notes is limited to the Interest Payments, meaning any positive return on the Notes will be composed solely by the sum of the Interest Payments received prior to and on the Maturity Date. Therefore, if the appreciation of the Reference Asset exceeds the sum of the Interest Payments actually paid on the Notes, the return on the Notes will be less than the return would be if you made an investment in the Reference Asset or a security directly linked to the positive performance of the Reference Asset.

**Investors Are Subject to Our Credit Risk, and Our Credit Ratings and Credit Spreads May Adversely Affect the Market Value of the Notes.**

Although the return on the Notes will be based on the performance of the Reference Asset, the payment of any amount due on the Notes is subject to our credit risk. The Notes are our senior unsecured debt obligations. Investors are dependent on our ability to pay all amounts due under the Notes and, therefore, investors are subject to our credit risk and to changes in the market's view of our creditworthiness. Any decrease in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the market value of the Notes.

**The Amounts Payable on the Notes Are Not Linked to the Price of the Reference Asset at Any Time Other Than on the Final Valuation Date.**

Interest payments on the Notes are not based on the performance of the Reference Asset. The Payment at Maturity will be based on the Closing Price of the Reference Asset on the Final Valuation Date only. Even if the market price of the Reference Asset appreciates prior to the Final Valuation Date but then drops on that day to a price that is below the Barrier Price, the Payment at Maturity will be significantly less, and may be zero, than it would have been had the Notes been linked to the price of the Reference Asset on a date other than the Final Valuation Date. Although the actual price of the Reference Asset on the Maturity Date or at other times during the term of the Notes may be higher than the price on the Final Valuation Date, the payments on the Notes will be based solely on the price of the Reference Asset on the Final Valuation Date.

**There Are Single Stock Risks Associated with the Reference Asset.**

The price of the Reference Asset can rise or fall sharply due to factors specific to that Reference Asset and its issuer (the "Reference Asset Issuer"), such as stock price volatility, earnings, financial conditions, corporate, industry and regulatory developments, management changes and decisions and other events, as well as general market factors, such as general stock market volatility and levels, interest rates and economic and political conditions. You, as an investor in the Notes, should make your own investigation into the Reference Asset Issuer and the Reference Asset for your Notes. For additional information, see "Information Regarding the Reference Asset" in this pricing supplement and the Reference Asset Issuer's SEC filings. **We urge you to review financial and other information filed periodically by the Reference Asset Issuer with the SEC.**

**Estimated Value**

**The Estimated Value of Your Notes Is Expected to Be Lower Than the Public Offering Price of Your Notes.**

The estimated value of your Notes on the Pricing Date is expected to be lower, and may be significantly lower, than the public offering price of your Notes. The difference between the public offering price of your Notes and the estimated value of the Notes is expected as a result of certain factors, such as any sales commissions expected to be paid to the Agent or its affiliates, any selling concessions, discounts, commissions or fees expected to be allowed or paid to non-affiliated intermediaries, the estimated profit that we or any of our affiliates expect to earn in connection with structuring the Notes, the estimated cost which we may incur in hedging our obligations under the Notes, and estimated development and other costs which we may incur in connection with the Notes.

**The Estimated Value of Your Notes Is Based on Our Internal Funding Rate.**

The estimated value of your Notes on the Pricing Date is based on a number of variables, including our internal funding rates. Our internal funding rates may vary from the levels at which our benchmark debt securities trade in the secondary market, and at times the internal funding rates we use in calculating the estimated value of your Notes may be lower. As a result of this difference, the estimated value referenced above may be higher than it would have been if it were calculated by reference to the levels at which our benchmark debt securities trade in the secondary market.

**The Estimated Value of the Notes Is Based on Our Internal Pricing Models, Which May Prove to be Inaccurate and May be Different from the Pricing Models of Other Financial Institutions.**

The estimated value of your Notes on the Pricing Date is based on our internal pricing models, which take into account a number of variables and are based on a number of subjective assumptions, which may or may not materialize. These variables and assumptions are not evaluated or verified on an independent basis. Further, our pricing models may be different from other financial institutions' pricing models and the methodologies used by us to estimate the value of the Notes may not be consistent with those of other financial institutions that may be purchasers or sellers of Notes in the secondary market. As a result, the secondary market price of your Notes may be materially different from the estimated value of the Notes determined by reference to our internal pricing models.

**The Estimated Value of Your Notes Is Not a Prediction of the Prices at Which You May Sell Your Notes in the Secondary Market, If Any, and Such Secondary Market Prices, If Any, Will Likely be Lower Than the Public Offering Price of Your Notes and May Be Lower Than the Estimated Value of Your Notes.**

The estimated value of the Notes will not be a prediction of the prices at which the Agent, other affiliates of ours or third parties may be willing to purchase the Notes from you in secondary market transactions (if they are willing to purchase, which they are not obligated to do). The price at which you may be able to sell your Notes in the secondary market at any time will be influenced by many factors that cannot be predicted, such as market conditions, and any bid and ask spread for similar sized trades, and may be substantially less than our estimated value of the Notes. Further, as secondary market prices of your Notes take into account the levels at which our debt securities trade in the secondary market, and do not take into account our various costs related to the Notes such as fees, commissions, discounts, and the costs of hedging our obligations under the Notes, secondary market prices of your Notes will likely be lower than the public offering price of your Notes. As a result, the price, at which the Agent, other affiliates of ours or third parties may be willing to purchase the Notes from you in secondary market transactions, if any, will likely be lower than the price you paid for your Notes, and any sale prior to the Maturity Date could result in a substantial loss to you.

**The Temporary Price at Which We May Initially Buy The Notes in the Secondary Market May Not Be Indicative of Future Prices of Your Notes.**

Assuming that all relevant factors remain constant after the Pricing Date, the price at which the Agent may initially buy or sell the Notes in the secondary market (if the Agent makes a market in the Notes, which it is not obligated to do) may exceed our estimated value of the Notes on the Pricing Date, as well as the secondary market value of the Notes, for a temporary period after the initial issue date of the Notes, as discussed under "Additional Information Regarding Our Estimated Value of the Notes." The price at which the Agent may initially buy or sell the Notes in the secondary market may not be indicative of future prices of your Notes.

**There May Not Be an Active Trading Market for the Notes — Sales in the Secondary Market May Result in Significant Losses.**

There may be little or no secondary market for the Notes. The Notes will not be listed on any securities exchange. TDS and other affiliates of TD may make a market for the Notes; however, they are not required to do so. TDS or any other affiliate of TD may stop any market-making activities at any time. Even if a secondary market for the Notes develops, it may not provide significant liquidity or trade at prices advantageous to you. We expect that transaction costs in any secondary market would be high. As a result, the difference between bid and ask prices for your Notes in any secondary market could be substantial.

If you sell your Notes before the Maturity Date, you may have to do so at a substantial discount from the issue price, and as a result, you may suffer substantial losses.

**You Will Have No Rights to Receive Any Shares of the Reference Asset and You Will Not Be Entitled to Dividends or Other Distributions by the Reference Asset.**

The Notes are our debt securities. They are not equity instruments, shares of stock, or securities of any other issuer. Investing in the Notes will not make you a holder of shares of the Reference Asset. You will not have any voting rights, any rights to receive dividends or other distributions, any rights against the Reference Asset Issuer, or any other rights with respect to the Reference Asset. As a result, the return on your Notes may not reflect the return you would realize if you actually owned shares of the Reference Asset and received the dividends paid or other distributions made in connection with it. Your Notes will be paid in cash and you have no right to receive delivery of shares of the Reference Asset.

**We Do Not Control the Reference Asset Issuer and Are Not Responsible for Any of its Disclosure.**

Neither we nor any of our affiliates have the ability to control the actions of the Reference Asset Issuer and have not conducted any independent review or due diligence of any information related to the Reference Asset or Reference Asset Issuer. We are not responsible for the Reference Asset Issuer public disclosure of information on itself or the Reference Asset, whether contained in Securities Exchange Commission filings or otherwise. You should make your own investigation into the Reference Asset Issuer.

**Our Business Activities May Create Conflicts of Interest**.

We and our affiliates expect to engage in trading activities related to the Reference Asset that are not for the account of holders of the Notes or on their behalf. These trading activities may present a conflict between the holders' interests in the Notes and the interests we and our affiliates will have in their proprietary accounts, in facilitating transactions, including options and other derivatives transactions, for their customers and in accounts under their management. These trading activities, if they influence the prices of the Reference Asset, could be adverse to the interests of the holders of the Notes. We and one or more of our affiliates may, at present or in the future, engage in business with the Reference Asset Issuer, including making loans to or providing advisory services. These services could include investment banking and merger and acquisition advisory services. These activities may present a conflict between our or one or more of our affiliates' obligations and your interests as a holder of the Notes. Moreover, we and our affiliates may have published, and in the future expect to publish, research reports with respect to the Reference Asset. This research is modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. Any of these activities by us or one or more of our affiliates may affect the price of the Reference Asset, and, therefore, the market value of the Notes and the Payment at Maturity.

**There Are Potential Conflicts of Interest Between You and the Calculation Agent.**

The Calculation Agent will, among other things, determine the Payment at Maturity on the Notes. We will serve as the Calculation Agent but may appoint a different Calculation Agent after the original Issue Date without notice to you. The Calculation Agent will exercise its judgment when performing its functions and may take into consideration our ability to unwind any related hedges. Since this discretion by the Calculation Agent may affect payments on the Notes, the Calculation Agent may have a conflict of interest if it needs to make any such decision. For example, the Calculation Agent may have to determine whether a Market Disruption Event affecting the Reference Asset has occurred, and make certain adjustments to the Reference Asset if certain events occur. This determination may, in turn, depend on the Calculation Agent's judgment whether the event has materially interfered with our ability or the ability of one of our affiliates to unwind our hedge positions. Since this determination by the Calculation Agent will affect the payment on the Notes, the Calculation Agent may have a conflict of interest if it needs to make a determination of this kind. For additional information as to the Calculation Agent's role, see "General Terms of the Notes—Role of Calculation Agent" in the product prospectus supplement.

**You Will Have Limited Anti-Dilution Protection.**

The Calculation Agent will adjust the Initial Price and Barrier Price for stock splits, reverse stock splits, stock dividends, extraordinary dividends and other events that affect the Reference Asset, but only in the situations we describe in "General Terms of the Notes—Anti-Dilution Adjustments" in the product prospectus supplement. The Calculation Agent will not be required to make an adjustment for every corporate event that may affect the Reference Asset. For example, the Calculation Agent will not make any adjustments for events such as an offering by the issuer, a tender or exchange offer for the issuer's shares at a premium to its then-current market price by that issuer or a tender or exchange offer for less than all outstanding shares of that issuer by a third party. Those events or other actions by the issuer or a third party may nevertheless adversely affect the price of the Reference Asset, and adversely affect the value of your Notes.

**Significant Aspects of the Tax Treatment of the Notes Are Uncertain.**

The U.S. tax treatment of the Notes is uncertain. Please read carefully the section entitled "Supplemental Discussion of U.S. Federal Income Tax Consequences" in the product prospectus supplement, and the section entitled "Supplemental Discussion of U.S. Federal Income Tax Consequences" below. You should consult your tax advisor about your own tax situation.

For a more complete discussion of the Canadian federal income tax consequences of investing in the Notes, please see the discussion in the product prospectus supplement under "Supplemental Discussion of Canadian Tax Consequences." If you are not a Non-resident Holder (as that term is defined in the prospectus) or if you acquire the Notes in the secondary market, you should consult your tax advisors as to the consequences of acquiring, holding and disposing of the Notes and receiving the payments that might be due under the Notes.

Hypothetical Returns

The examples set out below are included for illustration purposes only and are hypothetical examples only; amounts below may have been rounded for ease of analysis. The Closing Prices and Percentage Changes of the Reference Asset used to illustrate the calculation of the Payment at Maturity are not estimates or forecasts of the Initial Price, the Final Price or the price of the Reference Asset on any trading day prior to the Maturity Date. All examples assume an Initial Price of $14.50, a Barrier Price of $8.70 (60% of the hypothetical Initial Price), an Interest Payment of $32.50 per Note (reflecting a Fixed Interest Rate of 13.00% per annum), that a holder purchased Notes with a Principal Amount of $1,000 and that no Market Disruption Event occurs on the Final Valuation Date. The actual Initial Price and Barrier Price will be set forth on the cover page of the final pricing supplement.

**Example 1 —The Notes Are Automatically Called Prior to the Final Valuation Date.**

| Valuation Date | Closing Price | Payment (per Note) |
|---|---|---|
| First | $25 (greater than the Initial Price) | $1,000 (Payment on Call Payment Date)<br>+ $32.50 (Interest Payment)<br>$1,032.50 (total payment upon Automatic Call) |

If on the first Valuation Date, the Closing Price is greater than or equal to the Initial Price, then the Notes will be automatically called and, on the Call Payment Date, we will pay you a cash payment equal to $1,032.50 per Note, reflecting the Principal Amount plus the applicable Interest Payment, for a return of 3.25% per Note. No further amounts will be owed under the Notes.

**Example 2 —The Notes Are Not Automatically Called and the Final Price is Greater Than the Barrier Price.**

| Valuation Date | Closing Price | Payment (per Note) |
|---|---|---|
| First through Fifth | Various (less than the Initial Price) | $162.50 (Interest Payments) |
| Final Valuation Date | $20 (greater than Barrier Price) | $1,000 (Payment at Maturity)<br>+ $32.50 (Interest Payment)<br>$1,032.50 (total payment on Maturity Date) |

If the Closing Price of the Reference Asset on the first through fifth Valuation Dates is less than the Initial Price, the Notes will not be called. If on the Final Valuation Date, the Final Price is greater than or equal to the Barrier Price, then, on the maturity date, we will pay you a cash payment equal to $1,032.50 per Note, reflecting the Principal Amount plus the applicable Interest Payment. When added to the Interest Payments of $162.50 paid in respect of the prior Interest Payment Dates, the Bank will have paid you a total of $1,195.00 per Note, a return of 19.50% per Note.

**Example 3 —The Notes Are Not Automatically Called and the Final Price is Less Than the Barrier Price.**

| **Valuation Date** | **Closing Price** | **Payment (per Note)** |
|---|---|---|
| First through Fifth | Various (less than the Initial Price) | $162.50 (Interest Payments) |
| Final Valuation Date | $7.25 (less than Barrier Price) | $1,000 + ($1,000 x Percentage Change)<br>=$1,000 + ($1,000 x -50.00%)<br><br>= $500.00 (Payment at Maturity)<br><br>+ $32.50 (Interest Payment)<br><br>$532.50 (Total Payment on Maturity Date) |

If the Closing Price of the Reference Asset on each of the first through fifth Valuation Dates is less than the Initial Price, the Notes will not be called. If on the Final Valuation Date, the Final Price is less than the Barrier Price, the Bank will pay you at maturity the Principal Amount plus the product of the Principal Amount and Percentage Change plus the applicable Interest Payment, equaling $532.50 per Note. When added to the Interest Payments of $162.50 paid in respect of the prior Interest Payment Dates, the Bank will have paid you a total of $695.00 per Note, a loss of 30.50% per Note.

Information Regarding the Reference Asset

The Reference Asset is registered under the Exchange Act. Companies with securities registered under the Exchange Act are required to file periodically certain financial and other information specified by the SEC. Information provided to or filed with the SEC can be inspected and copied at the public reference facilities maintained by the SEC or through the SEC's website at www.sec.gov. In addition, information regarding the Reference Asset may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents.

We have not independently verified the accuracy or completeness of reports filed by the Reference Asset Issuer with the SEC, information published by it on its website or in any other format, information about it obtained from any other source or the information provided below.

We obtained the information regarding the historical performance of each Reference Asset set forth below from Bloomberg Financial Markets.

We obtained the information regarding the Reference Asset Issuer from publicly available information, including its filings with the SEC and obtained the historical performance of the Reference Asset from Bloomberg Professional® service. We have not conducted any independent review or due diligence about any such information. You are urged to conduct your own investigation into the Reference Asset and the Reference Asset Issuer.

**Marathon Oil Corporation**

According to publicly available information, Marathon Oil Corporation ("Marathon") is an energy company engaged in the exploration, production and marketing of liquid hydrocarbons and natural gas, and the production and marketing of products manufactured from natural gas and oil sands mining with operations in the North America, Europe, Africa and the Middle East. Marathon has three reportable operating segments: North America E&P ("N.A. E&P"), International E&P ("Int'l E&P") and Oil Sands Mining ("OSM"). N.A. E&P explores for, produces and markets crude oil and condensate, NGLs and natural gas in North America. Int'l E&P explores for, produces and markets crude oil and condensate, NGLs and natural gas outside of North America and produces and markets products manufactured from natural gas, such as Liquefied Natural Gas and methanol, in Equatorial Guinea. OSM mines, extracts and transports bitumen from oil sands deposits in Alberta, Canada, and upgrades the bitumen to produce and market synthetic crude oil and vacuum gas oil. On June 20, 2016, Marathon announced the signing of a definitive purchase and sale agreement to acquire PayRock Energy. Information filed by Marathon with the SEC under the Exchange Act can be located by reference to its SEC file number 001-05153, or its CIK Code: 0000101778. Marathon's website is http://www.marathonoil.com. Marathon's common stock is listed on the New York Stock Exchange under the ticker symbol "MRO."

Historical Information

Below is a table setting forth the quarterly high, low, and period-end Closing Prices of this Reference Asset for each quarter in the period from January 2, 2008 through October 19, 2016. On October 19, 2016, the Closing Price of this Reference asset was $14.65. The historical performance of a Reference Asset should not be taken as an indication of its future performance, and no assurance can be given as to the market price of any Reference Asset on any Valuation Date (including the Final Valuation Date).

| Quarter Ending | Quarter High | Quarter Low | Quarter Close | Quarter Ending | Quarter High | Quarter Low | Quarter Close |
|---|---|---|---|---|---|---|---|

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| March 31, 2008 | $37.56 | $27.46 | $27.68 | September 28, 2012 | $31.09 | $24.09 | $29.57 |
| June 30, 2008 | $33.42 | $27.27 | $31.49 | December 31, 2012 | $31.93 | $29.30 | $30.66 |
| September 30, 2008 | $32.04 | $22.75 | $24.20 | March 28, 2013 | $35.71 | $31.59 | $33.72 |
| December 31, 2008 | $23.56 | $11.89 | $16.61 | June 28, 2013 | $36.38 | $29.85 | $34.58 |
| March 31, 2009 | $18.13 | $12.70 | $15.96 | September 30, 2013 | $37.83 | $32.61 | $34.88 |
| June 30, 2009 | $20.28 | $16.44 | $18.29 | December 31, 2013 | $37.93 | $34.06 | $35.30 |
| September 30, 2009 | $20.57 | $17.02 | $19.37 | March 31, 2014 | $35.52 | $31.81 | $35.52 |
| December 31, 2009 | $21.41 | $18.50 | $18.95 | June 30, 2014 | $40.16 | $34.90 | $39.92 |
| March 31, 2010 | $19.94 | $17.02 | $19.21 | September 30, 2014 | $41.69 | $37.59 | $37.59 |
| June 30, 2010 | $20.71 | $18.33 | $18.87 | December 31, 2014 | $37.13 | $24.80 | $28.29 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| September 30, 2010 | $21.24 | $18.34 | $20.09 | March 31, 2015 | $29.63 | $25.47 | $26.11 |
| December 31, 2010 | $22.48 | $20.08 | $22.48 | June 30, 2015 | $31.19 | $25.92 | $26.54 |
| March 31, 2011 | $32.36 | $22.67 | $32.36 | September 30, 2015 | $25.79 | $14.04 | $15.40 |
| June 30, 2011 | $32.88 | $29.78 | $31.98 | December 31, 2015 | $20.18 | $12.38 | $12.59 |
| September 30, 2011 | $34.07 | $21.58 | $21.58 | March 31, 2016 | $12.82 | $6.73 | $11.14 |
| December 30, 2011 | $29.34 | $20.27 | $29.27 | June 30, 2016 | $15.27 | $10.53 | $15.01 |
| March 30, 2012 | $35.06 | $30.47 | $31.70 | September 30, 2016 | $16.80 | $12.90 | $15.81 |
| June 29, 2012 | $32.23 | $23.32 | $25.57 | October 19, 2016* | $16.12 | $14.18 | $14.65 |

*This preliminary pricing supplement includes information for the fourth quarter of 2016 for the period October 3, 2016 through October 19, 2016. Accordingly, the “Quarterly High,” “Quarterly Low” and “Quarterly Close” data indicated are for this shortened period only and do not reflect complete data for the fourth calendar quarter of 2016.

***PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.***

**The graph below illustrates the performance of this Reference Asset from January 2, 2008 to October 19, 2016. The dotted line represents a hypothetical Barrier Price of $8.79, equal to 60% of the hypothetical Initial Price of $14.65, which was the Closing Price of the Reference Asset on October 19, 2016. The actual Barrier Price and the Initial Price will be determined on the Pricing Date.**