

Submission Data File

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Existing Series	
Existing All Series 1	No
Existing Series ID 1*	S000004810 (TD California Municipal Money Market Portfolio)
Existing All Classes 1	Yes
Existing Class ID 1*	
Existing All Series 2	No
Existing Series ID 2*	S000004811 (TD New York Municipal Money Market Portfolio)
Existing All Classes 2	Yes
Existing Class ID 2*	
Existing All Series 3	No
Existing Series ID 3*	S000004812 (TD Money Market Portfolio)
Existing All Classes 3	Yes
Existing Class ID 3*	
Existing All Series 4	No
Existing Series ID 4*	S000004813 (TD U.S. Government Portfolio)
Existing All Classes 4	Yes
Existing Class ID 4*	
Existing All Series 5	No
Existing Series ID 5*	S000004814 (TD Municipal Portfolio)
Existing All Classes 5	Yes
Existing Class ID 5*	
Existing All Series 6	No
Existing Series ID 6*	S000015049 (TDAM Institutional Money Market Fund)
Existing All Classes 6	Yes
Existing Class ID 6*	
Existing All Series 7	No
Existing Series ID 7*	S000015050 (TD Institutional U.S. Government Fund)
Existing All Classes 7	Yes
Existing Class ID 7*	
Existing All Series 8	No
Existing Series ID 8*	S000024031 (TD Institutional Treasury Obligations Money Market Fund)
Existing All Classes 8	Yes
Existing Class ID 8*	
Existing All Series 9	No
Existing Series ID 9*	S000026583 (TDAM Institutional Municipal Money Market Fund)
Existing All Classes 9	Yes
Existing Class ID 9*	
(End Existing Series)	

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: **811-09086**

Registrant as specified in charter: **TD Asset Management USA Funds Inc.**
Address of principal executive offices: **399 Park Avenue, New York, NY 10022**

Name and address of agent for service: **Mr. R. Michael Thorfinnson**
399 Park Avenue, New York, NY 10022

Registrant's telephone number: **(646) 828-3653**

Date of fiscal year end: **October 31**
Date of reporting period: **July 1, 2017 - June 30, 2018**

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 there under (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Proxy Voting Record.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

1. [TD Money Market Portfolio](#)
 2. [TD U.S. Government Portfolio](#)
 3. [TD Municipal Portfolio](#)
 4. [TD California Municipal Money Market Portfolio](#)
 5. [TD New York Municipal Money Market Portfolio](#)
 6. [TD Institutional Money Market Fund](#)
 7. [TD Institutional Municipal Money Market Fund](#)
 8. [TD Institutional U.S. Government Fund](#)
 9. [TD Institutional Treasury Obligations Money Market Fund](#)
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TD MONEY MARKET PORTFOLIO

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD U.S. GOVERNMENT PORTFOLIO

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD MUNICIPAL PORTFOLIO

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD CALIFORNIA MUNICIPAL MONEY MARKET PORTFOLIO

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD NEW YORK MUNICIPAL MONEY MARKET PORTFOLIO

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD INSTITUTIONAL MONEY MARKET FUND

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD INSTITUTIONAL MUNICIPAL MONEY MARKET FUND

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD INSTITUTIONAL U.S. GOVERNMENT FUND

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

TD INSTITUTIONAL U.S. TREASURY OBLIGATIONS MONEY MARKET FUND

There were no matters relating to a portfolio security considered at any shareholder meeting held during the period July 1, 2017 through June 30, 2018 with respect to which the registrant was entitled to vote.

SIGNATURE

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: **TD Asset Management USA Funds Inc.**

Signature: /s/ R. Michael Thorfinnson

Name & Title: **R. Michael Thorfinnson, President**

Date: **July 31, 2018**
