

BANK OF NOVA SCOTIA  
 Form FWP  
 October 15, 2015  
**Filed pursuant to Rule 433**  
**Registration No. 333-200089**

**Dated October 14, 2015**

U.S.\$1,000,000,000

The Bank of Nova Scotia

U.S.\$1,000,000,000 2.35% Senior Notes Due 2020

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| <b>Issuer:</b>   | The Bank of Nova Scotia (the “Bank”)  |
| <b>Title of Securities:</b>  | 2.35% Senior Notes due 2020 (the “Notes”)   |
| <b>Principal Amount:</b>   | U.S.\$1,000,000,000   |
| <b>Maturity Date:</b>  | October 21, 2020  |
| <b>Price to Public:</b>  | 99.967% of the principal amount of the Securities, plus accrued interest, if any, from October 21, 2015 |
| <b>Underwriters’ Fee:</b>  | 0.350%  |
| <b>Net Proceeds to the Bank After Underwriters’ Fee and Before Expenses:</b> | U.S.\$996,170,000   |
| <b>Coupon (Interest Rate):</b>   | 2.35%   |
| <b>Re-offer Yield:</b>   | 2.357%  |
| <b>Spread to Benchmark Treasury:</b>   | T +107 basis points   |
| <b>Benchmark Treasury:</b>   | 1.375% due September 30, 2020   |
| <b>Benchmark Treasury Yield:</b>   | 1.287%  |
| <b>Interest Payment Dates:</b>   | April 21 and October 21 of each year, commencing on April 21, 2016                                      |
| <b>Day Count / Business Day Convention:</b>                                  | 30/360; Following, Unadjusted   |
| <b>Trade Date:</b>   | October 14, 2015  |
| <b>Settlement Date:</b>  | October 21, 2015 (T+5)  |
| <b>CUSIP / ISIN:</b>   | 064159GW0 / US064159GW01  |

**Underwriters:**

| <b>Underwriter</b>        | <b>Principal Amount of Senior Notes due 2020 to Be Purchased</b> |             |
|---------------------------|--|-------------|
| Scotia Capital (USA) Inc. | U.S.\$   | 100,000,000 |

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|   |               |                      |
|---|---------------|----------------------|
| J.P. Morgan<br>Securities LLC               | 200,000,000   |                      |
| Morgan Stanley<br>& Co. LLC                 | 160,000,000   |                      |
| Merrill Lynch,<br>Pierce, Fenner<br>& Smith | 150,000,000   |                      |
|   |               |                      |
| Incorporated                                |               |                      |
| Wells Fargo<br>Securities, LLC              | 150,000,000   |                      |
| Barclays                                    | 50,000,000    |                      |
| Citigroup<br>Global Markets<br>Inc.         | 30,000,000    |                      |
| Deutsche Bank<br>Securities Inc.            | 20,000,000    |                      |
| Goldman, Sachs<br>& Co.                     | 20,000,000    |                      |
| HSBC<br>Securities<br>(USA) Inc.            | 20,000,000    |                      |
| <b>Total</b>                                | <b>U.S.\$</b> | <b>1,000,000,000</b> |

**The Bank has filed a registration statement (File No. 333-200089) (including a base shelf prospectus dated December 1, 2014) and a preliminary prospectus supplement dated October 14, 2015 (including the base shelf prospectus, the “Prospectus”) with the U.S. Securities and Exchange Commission (the “SEC”) for the offering to which this communication relates. Before you invest, you should read the Prospectus and the documents incorporated therein by reference that the Bank has filed with the SEC for more complete information about the Bank and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) or by visiting the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website, which may be accessed at [www.sedar.com](http://www.sedar.com). Alternatively, the Bank or any underwriter participating in the offering will arrange to send you the Prospectus and any document incorporated therein by reference if you request such documents by calling Scotia Capital (USA) Inc. at 1-800-372-3930, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322, J.P. Morgan Securities LLC at 212-834-4533, Morgan Stanley & Co. LLC at 1-866-718-1649 and Wells Fargo Securities, LLC at 1-800-645-3751.**