

BANK OF NOVA SCOTIA

Form FWP

February 02, 2016

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-200089**

**STEP INCOME SECURITIES® (STEPS®)**

	<b>STEP Income Securities® Linked to the Common Stock of General Dynamics Corporation</b>
<b>Issuer</b>	The Bank of Nova Scotia (“BNS”)
<b>Principal Amount</b>	\$10.00 per unit
<b>Term</b>	Approximately one year and two weeks
<b>Underlying Stock</b>	Common stock of General Dynamics Corporation (NYSE symbol: “GD”)
<b>Interest</b>	6% per year, paid quarterly · A payment of [\$0.10 to \$0.50] per unit if the Underlying Stock increases to or above 106% of the Starting Value
<b>Payout Profile at Maturity</b>	· 1-to-1 downside exposure to decreases in the Underlying Stock, with up to 100% of your principal at risk
<b>Step Level</b>	106% of the Starting Value of the Underlying Stock
<b>Step Payment</b>	[\$0.10 - \$0.50] per unit, a [1% - 5%] return over the principal amount, to be determined on the pricing date
<b>Threshold Value</b>	100% of the Starting Value of the Underlying Stock
<b>Investment Considerations</b>	This investment is designed for investors who anticipate that the value of the Underlying Stock will increase to or above the Step Level, are willing to forgo full upside participation above the Step Level in exchange for earning fixed interest payments and potentially a fixed Step Payment, and are willing to accept full downside risk.
<b>Preliminary Offering Documents</b>	<a href="https://www.sec.gov/Archives/edgar/data/9631/000089109216011915/e68053fwp.htm">https://www.sec.gov/Archives/edgar/data/9631/000089109216011915/e68053fwp.htm</a>
<b>Exchange Listing</b>	No

*You should read the relevant Preliminary Offering Documents before you invest.*

*Click on the Preliminary Offering Documents hyperlink above or call your Financial Advisor for a hard copy.*

**Risk Factors**

Please see the Preliminary Offering Documents for a description of certain risks related to this investment, including, but not limited to, the following:

Edgar Filing: BANK OF NOVA SCOTIA - Form FWP

Depending on the performance of the Underlying Stock as measured shortly before the maturity date, your investment may result in a loss; there is no guaranteed return of principal.

Payments on the notes are subject to the credit risk of BNS, and actual or perceived changes in the creditworthiness of BNS are expected to affect the value of the notes. If BNS becomes insolvent or is unable to pay its obligations, you may lose your entire investment.

Your investment return is limited to the return represented by the periodic interest payments over the term of the notes and the Step Payment, if any, and may be less than a comparable investment directly in the Underlying Stock.

The initial estimated value of the notes on the pricing date will be less than their public offering price.

If you attempt to sell the notes prior to maturity, their market value may be lower than both the public offering price and the initial estimated value of the notes on the pricing date.

You will have no rights of a holder of the Underlying Stock, and you will not be entitled to receive any shares of the Underlying Stock or dividends or other distributions by the issuer of the Underlying Stock.

The issuer, MLPF&S and their respective affiliates do not control the Underlying Company and are not responsible for any disclosure made by the Underlying Company. The Underlying Company will have no obligations relating to the notes.

The Redemption Amount will not be adjusted for all corporate events that could affect the Underlying Stock.

*Final terms will be set on the pricing date within the given range for the specified Market-Linked Investment. Please see the Preliminary Offering Documents for complete product disclosure, including related risks and tax disclosure.*

The Bank of Nova Scotia (“BNS”) has filed a registration statement (which includes a prospectus) with the U.S. Securities and Exchange Commission (SEC) for the notes that are described in this Guidebook. Before you invest, you should carefully read the prospectus in that registration statement and other documents that BNS has filed with the SEC for more complete information about BNS and any offering described in this Guidebook. You may obtain these documents without cost by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). BNS’s Central Index Key, or CIK, on the SEC website is 9631. Alternatively, Merrill Lynch will arrange to send you the prospectus and other documents relating to any offering described in this document if you so request by calling toll-free 1-800-294-1322. BNS faces risks that are specific to its business, and we encourage you to carefully consider these risks before making an investment in its securities.