

BANK OF NOVA SCOTIA
Form FWP
February 06, 2019

Filed Pursuant to Rule 433

Registration Statement No. 333-228614

Dated February 6, 2019

The Bank of Nova Scotia

US\$1,250,000,000 3.400% SENIOR NOTES DUE 2024 (Bail-inable notes)

| | |
|---|---|
| Issuer: | The Bank of Nova Scotia (the Bank) |
| Title of Securities: | 3.400% Senior Notes due 2024 (the Notes) |
| Issuer Ratings:* | A2 / A+ / AA- (Moody s / S&P / Fitch) |
| Expected Security Ratings:* | A2 / A- / AA- (Moody s / S&P / Fitch) |
| Principal Amount: | US\$1,250,000,000 |
| Maturity Date: | February 11, 2024 |
| Price to Public: | 99.909%, plus accrued interest, if any, from February 11, 2019 |
| Underwriters Fee: | 0.350% |
| Net Proceeds to the Bank After Underwriters Fee and Before Expenses: | US\$1,244,487,500 |
| Coupon (Interest Rate): | 3.400% |
| Re-offer Yield: | 3.420% |
| Spread to Benchmark Treasury: | T +92 basis points |
| Benchmark Treasury: | UST 2.500% due January 31, 2024 |
| Benchmark Treasury Yield: | 2.500% |
| Interest Payment Dates: | February 11 and August 11 of each year, commencing on August 11, 2019 |
| Day Count / Business Day Convention: | 30/360; Following, Unadjusted |

Canadian Bail-in Powers Acknowledgment: Yes. The Notes are subject to bail-in conversion under the Canadian bail-in regime.

Trade Date: February 6, 2019

Settlement Date: February 11, 2019 (T+3)

CUSIP / ISIN: 064159 MK9 / US064159MK98

Underwriters:

| Underwriter | Principal Amount of Notes due 2024 to Be Purchased |
|---|---|
| Scotia Capital (USA) Inc. | US\$ 312,500,000 |
| Goldman Sachs & Co. LLC | 225,000,000 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | 225,000,000 |
| Morgan Stanley & Co. LLC | 225,000,000 |
| UBS Securities LLC | 225,000,000 |
| Barclays Capital Inc. | 12,500,000 |
| Citigroup Global Markets Inc. | 12,500,000 |
| J.P. Morgan Securities LLC | 12,500,000 |
| Total | US\$ 1,250,000,000 |

* Note: A rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. Each of the ratings above should be evaluated independently of any other rating.

No PRIIPs KID. Not for retail investors in the EEA.

The Notes are bail-inable debt securities (as defined in the Prospectus) and subject to conversion in whole or in part by means of a transaction or series of transactions and in one or more steps into common shares of the Bank or any of its affiliates under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act (Canada) (the CDIC Act) and to variation or extinguishment in consequence, and subject to the application of the laws of the Province of Ontario and the federal laws of Canada applicable therein in respect of the operation of the CDIC Act with respect to the Notes.

We expect that delivery of the Notes will be made against payment therefor on or about the third Business Day following the Trade Date (this settlement cycle being referred to as T+3). Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in two Business Days (T+2), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the Trade Date will be required, by virtue of the fact that each Note initially will settle in three Business Days (T+3), to specify alternative settlement arrangements to prevent a failed settlement.

The Bank has filed a registration statement (File No. 333-228614) (including a base shelf prospectus dated December 26, 2018) and a preliminary prospectus supplement dated February 6, 2019 (including the base shelf prospectus, the Prospectus) with the 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 or by visiting the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website, which may be accessed at 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, Goldman Sachs & Co. LLC at 1 (866) 471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1 (800) 294-1322, Morgan Stanley & Co. LLC at 1 (866) 718-1649 or UBS Securities LLC at 1 (888) 827-7275.