

BANK OF NOVA SCOTIA
Form 424B2
April 20, 2017

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Registration No. 333-215597

The Bank of Nova Scotia

\$11,155,000 Capped Buffered Enhanced Participation Basket-Linked Notes Due February 21, 2019

The notes do not bear interest. The amount that you will be paid on your notes at maturity (February 21, 2019) is based on the performance of a weighted basket comprised of the EURO STOXX 50® Index (37.00% weighting), the FTSE® 100 Index (23.00% weighting), TOPIX (23.00% weighting), the Swiss Market Index (9.00% weighting) and the S&P/ASX 200 Index (8.00% weighting) as measured from the trade date (April 18, 2017) to and including the valuation date (February 18, 2019). The initial basket level is 100 and the final basket level will equal the *sum* of the products, as calculated for each basket component, of: (i) the final index level *divided* by the initial index level (set on the trade date and may be higher or lower than the actual closing level of the basket component on the trade date) *multiplied by* (ii) the applicable initial weighted value for each basket component. If the final basket level on the valuation date is greater than the initial basket level, the return on your notes will be positive, subject to the maximum payment amount of \$1,206.00 for each \$1,000 principal amount of your notes. If the final basket level declines by up to 10.00% from the initial basket level, you will receive the principal amount of your notes. **If the final basket level declines by more than 10.00% from the initial basket level, the return on your notes will be negative and you may lose your entire principal amount. Specifically, you will lose approximately 1.1111% for every 1% negative basket return below 90% of the initial basket level. Any payment on your notes is subject to the creditworthiness of The Bank of Nova Scotia.**

To determine your payment at maturity, we will calculate the basket return, which is the percentage increase or decrease in the final basket level from the initial basket level. At maturity, for each \$1,000 principal amount of your notes:

- if the final basket level is *greater than* the initial basket level (the basket return is *positive*), you will receive an amount in cash equal to the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) the basket return *times* (c) 2.00, subject to the maximum payment amount;

- if the final basket level is *equal to* the initial basket level or *less than* the initial basket level but not by more than 10.00% (the basket return is *zero or negative* but *equal to or greater than -10.00%*), you will receive an amount in cash equal to \$1,000; or
- if the final basket level is *less than* the initial basket level by more than 10.00% (the basket return is *negative* and is *less than -10.00%*), you will receive an amount in cash equal to the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) approximately 111.11% *times* (c) the *sum* of the basket return *plus* 10.00%.

Declines in one basket index may offset increases in the other basket indices. Due to the unequal weighting of each basket component, the performances of the EURO STOXX 50® Index, the FTSE® 100 Index and TOPIX will have a significantly larger impact on your return on the notes than the performance of the Swiss Market Index or the S&P/ASX 200 Index. In addition, no payments on your notes will be made prior to maturity.

Investment in the notes involves certain risks. You should refer to Additional Risks beginning on page P-16 of this pricing supplement and Additional Risk Factors Specific to the Notes beginning on page PS-6 of the accompanying product prospectus supplement and Risk Factors beginning on page S-2 of the accompanying prospectus supplement and on page 6 of the accompanying prospectus.

The initial estimated value of your notes at the time the terms of your notes were set on the trade date was \$973.65 per \$1,000 principal amount, which is less than the original issue price of your notes listed below. See Additional Information Regarding Estimated Value of the Notes on the following page and Additional Risks beginning on page P-16 of this document for additional information. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy.

	Per Note	Total
Original Issue Price	100.00%	\$11,155,000.00
Underwriting commissions	1.63%	\$181,826.50
Proceeds to The Bank of Nova Scotia	98.37%	\$10,973,173.50

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE NOTES OR PASSED UPON THE ACCURACY OR THE ADEQUACY OF THIS PRICING SUPPLEMENT, THE ACCOMPANYING PROSPECTUS, ACCOMPANYING PROSPECTUS SUPPLEMENT OR ACCOMPANYING PRODUCT PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE NOTES ARE NOT INSURED BY THE CANADA DEPOSIT INSURANCE CORPORATION PURSUANT TO THE CANADA DEPOSIT INSURANCE CORPORATION ACT OR THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENT AGENCY OF CANADA, THE UNITED STATES OR ANY OTHER JURISDICTION.

Scotia Capital (USA) Inc.

**Goldman, Sachs & Co.
Dealer**

Pricing Supplement dated April 18, 2017

The Capped Buffered Enhanced Participation Basket-Linked Notes Due February 21, 2019 (the notes) offered hereunder are unsubordinated and unsecured obligations of The Bank of Nova Scotia (the Bank) and are subject to investment risks including possible loss of the principal amount invested due to the negative performance of the basket and the credit risk of The Bank of Nova Scotia. As used in this pricing supplement, the Bank, we, us or our refers to The Bank of Nova Scotia. The notes will not be listed on any U.S. securities exchange or automated quotation system.

The return on your notes will relate to the price return of the basket components and will not include a total return or dividend component. The notes are derivative products based on the performance of the basket. The notes do not constitute a direct investment in any of the shares, units or other securities represented by the basket components. By acquiring notes, you will not have a direct economic or other interest in, claim or entitlement to, or any legal or beneficial ownership of any such share, unit or security and will not have any rights as a shareholder, unitholder or other security holder of any of the issuers including, without limitation, any voting rights or rights to receive dividends or other distributions.

Scotia Capital (USA) Inc., our affiliate, has agreed to purchase the notes from us for distribution to other registered broker dealers or has offered the notes directly to investors. Scotia Capital (USA) Inc. or any of its affiliates or agents may use this pricing supplement in market-making transactions in notes after their initial sale. Unless we, Scotia Capital (USA) Inc. or another of its affiliates or agents selling such notes to you informs you otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction. See Supplemental Plan of Distribution (Conflicts of Interest) in this pricing supplement and Supplemental Plan of Distribution (Conflicts of Interest) on page PS-32 of the accompanying product prospectus supplement.

The original issue price, commissions and proceeds to the Bank listed above relate to the notes we issue initially. We may decide to sell additional notes after the date of this pricing supplement, at original issue prices and with commissions and proceeds to the Bank that differ from the amounts set forth above. The return (whether positive or negative) on your investment in the notes will depend in part on the original issue price you pay for such notes.

Additional Information Regarding Estimated Value of the Notes

On the cover page of this pricing supplement, the Bank has provided the initial estimated value for the notes. This initial estimated value was determined by reference to the Bank's internal pricing models, which take into consideration certain factors, such as the Bank's internal funding rate on the trade date and the Bank's assumptions about market parameters. For more information about the initial estimated value, see Additional Risks on page P-16.

The economic terms of the notes (including the maximum payment amount) are based on the Bank's internal funding rate, which is the rate the Bank would pay to borrow funds through the issuance of similar market-linked notes, the underwriting discount and the

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economic terms of certain related hedging arrangements. Due to these factors, the original issue price you pay to purchase the notes will be greater than the initial estimated value of the notes. The Bank's internal funding rate is typically lower than the rate the Bank would pay when it issues conventional fixed rate debt securities as discussed further under **Additional Risks**. Neither the Bank's nor GS&Co.'s estimated value of the notes at any time is determined by reference to credit spreads or the borrowing rate the Bank would pay for its conventional fixed-rate debt securities. The Bank's use of its internal funding rate reduces the economic terms of the notes to you.

The value of your notes at any time will reflect many factors and cannot be predicted; however, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would initially buy or sell notes in the secondary market (if GS&Co. makes a market, which it is not obligated to do) and the value that GS&Co. will initially use for account statements and otherwise is equal to approximately GS&Co.'s estimate of the market value of your notes on the trade date, based on its pricing models and taking into account the Bank's internal funding rate, plus an additional amount (initially equal to \$16.00 per \$1,000 face amount).

Prior to July 18, 2017, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market, which it is not obligated to do) will equal approximately the sum of (a) the then-current estimated value of your notes (as determined by reference to GS&Co.'s pricing models) plus (b) any remaining additional amount (the additional amount will decline to zero on a straight-line basis from the time of pricing through July 17, 2017). On and after July 18, 2017, the price (not including GS&Co.'s customary bid and ask spreads) at which GS&Co. would buy or sell your notes (if it makes a market) will equal approximately the then-current estimated value of your notes determined by reference to such pricing models. For additional information regarding the value of your notes shown in your GS&Co. account statements and the price at which GS&Co. would buy or sell your notes (if GS&Co. makes a market, which it is not obligated to do), each based on GS&Co.'s pricing models; see **Additional Risks**. The price at which GS&Co. would buy or sell your notes (if GS&Co. makes a market, which it is not obligated to do) will be based on GS&Co.'s estimated value of your notes.

We urge you to read the **Additional Risks beginning on page P-16 of this pricing supplement.**

Summary

The information in this Summary section is qualified by the more detailed information set forth in this pricing supplement, the accompanying prospectus, accompanying prospectus supplement, and accompanying product prospectus supplement, each filed with the Securities and Exchange Commission (SEC). See Additional Terms of Your Notes in this pricing supplement.

Issuer:	The Bank of Nova Scotia (the Bank)
CUSIP/ISIN:	CUSIP 064159FS0 / ISIN US064159FS08
Type of Notes:	Capped Buffered Enhanced Participation Basket-Linked Notes
Basket Components:	The EURO STOXX 50® Index (Bloomberg Ticker: SX5E Index), as published by STOXX Limited (STOXX); the FTSE® 100 Index (Bloomberg Ticker: UKX Index), as published by FTSE International Limited (FTSE); TOPIX (Bloomberg Ticker: TPX Index), as maintained by the Tokyo Stock Exchange, Inc. (TSE); the Swiss Market Index (Bloomberg Ticker: SMI Index), as published by SIX Group Ltd. (SIX Group); and the S&P/ASX 200 Index (Bloomberg Ticker: AS51 Index), as published by S&P Dow Jones Indices LLC (S&P); see Information Regarding the Basket and the Basket Components on page P-25. We refer to each of STOXX, FTSE, TSE, SIX Group and S&P as a basket component sponsor , and together as the basket component sponsors .
Minimum Investment and Denominations:	\$1,000 and integral multiples of \$1,000 in excess thereof
Principal Amount:	\$1,000 per note; \$11,155,000 in the aggregate for all the offered notes; the aggregate principal amount of the offered notes may be increased if the Bank, at its sole option, decides to sell an additional amount of the offered notes on a date subsequent to the date of this pricing supplement.
Original Issue Price:	100% of the principal amount of each note
Currency:	U.S. dollars
Trade Date:	April 18, 2017
Original Issue Date:	April 25, 2017

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Delivery of the notes will be made against payment therefor on or about the 5th business day following the date of pricing of the notes (this settlement cycle being referred to as T+5). Under Rule 15c6-1 of the Securities and Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes more than 3 business days prior to the Original Issue Date will be required, by virtue of the fact that each note initially will settle in 5 business days (T+5), to specify alternative settlement arrangements to prevent a failed settlement.

Valuation Date: February 18, 2019

The valuation date could be delayed by the occurrence of a market disruption event. See General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Maturity Date: February 21, 2019, subject to adjustment as described in more detail under General Terms of the Notes Maturity Date on page PS-18 in the accompanying product prospectus supplement.

Principal at Risk:	You may lose all or a substantial portion of your initial investment at maturity if there is a percentage decrease from the initial basket level to the final basket level of more than 10%.
Purchase at amount other than principal amount:	The amount we will pay you on the maturity date for your notes will not be adjusted based on the original issue price you pay for your notes, so if you acquire notes at a premium (or discount) to principal amount and hold them to the maturity date, it could affect your investment in a number of ways. The return on your investment in such notes will be lower (or higher) than it would have been had you purchased the notes at principal amount. Also, the stated buffer level would not offer the same measure of protection to your investment as would be the case if you had purchased the notes at principal amount. Additionally, the maximum payment amount would be triggered at a lower (or higher) percentage return than indicated below, relative to your initial investment. See Additional Risks If you purchase your notes at a premium to principal amount, the return on your investment will be lower than the return on notes purchased at principal amount and the impact of certain key terms of the notes will be negatively affected on page P-21 of this pricing supplement.
Fees and Expenses:	<p>As part of the distribution of the notes, Scotia Capital (USA) Inc. or one of our affiliates will sell notes to GS&Co. at a discount reflecting commissions of \$16.30 per \$1,000 principal amount of notes. The commissions per \$1,000 principal amount are comprised of \$2.50 of fees and \$13.80 of selling commission. See Supplemental Plan of Distribution (Conflicts of Interest) in this pricing supplement.</p> <p>The price at which you purchase the notes includes costs that the Bank or its affiliates expect to incur and profits that the Bank or its affiliates expect to realize in connection with hedging activities related to the notes, as set forth below under Supplemental Plan of Distribution (Conflicts of Interest) . These costs and profits will likely reduce the secondary market price, if any secondary market develops, for the notes. As a result, you may experience an immediate and substantial decline in the market value of your notes on the trade date. See Additional Risks Hedging activities by the Bank and GS&Co. may negatively impact investors in the notes and cause our respective interests and those of our clients and counterparties to be contrary to those of investors in the notes in this pricing supplement.</p>
Payment at Maturity:	The payment at maturity will be based on the performance of the basket and will be calculated as follows:

- If the final basket level is greater than the initial basket level, then the payment at maturity will equal:
 - o The lesser of (a) the principal amount + (principal amount x basket return x participation rate) and (b) the maximum payment amount

- If the final basket level is greater than or equal to the buffer level, but less than or equal to the initial basket level, then the payment at maturity will equal the principal amount

- If the final basket level is less than the buffer level, then the payment at maturity will equal:
 - o principal amount + [principal amount x buffer rate x (basket return + buffer percentage)]

In this case you will suffer a percentage loss on your initial investment equal to the buffer rate multiplied by the negative basket return in excess of the buffer percentage. Accordingly, you could lose up to 100% of your initial investment.

Initial Basket Level: 100

Initial Weighted Value: The initial weighted value for each of the basket components equals the *product* of the initial weight of such basket component *times* the initial basket level. The initial weight of each basket component is shown in the table below:

Basket Component	Initial Weight in Basket
EURO STOXX 50® Index	37.00%
FTSE® 100 Index	23.00%
TOPIX	23.00%
Swiss Market Index	9.00%
S&P/ASX 200 Index	8.00%

Initial EURO STOXX 50® Index Level: 3,409.78

Initial FTSE 100® Index Level: 7,147.50

Initial TOPIX Level: 1,471.53

Initial Swiss Market Index Level: 8,529.28

Initial S&P/ASX 200 Index Level: 5,836.74

Final EURO STOXX 50® Index Level: The closing level of such basket component calculated on the valuation date. In certain special circumstances, the final level will be determined by the calculation agent, in its discretion. See General Terms of the Notes Unavailability of the Level of the Reference Asset on a Valuation Date on page PS-19 and General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Final FTSE® 100 Index Level: The closing level of such basket component calculated on the valuation date. In certain special circumstances, the final level will be determined by the calculation agent, in its discretion. See General Terms of the Notes Unavailability of the Level of the Reference Asset on a Valuation Date on page PS-19 and General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Final TOPIX Level: The closing level of such basket component calculated on the valuation date. In certain special circumstances, the final level will be determined by the calculation agent, in its discretion. See General Terms of the Notes Unavailability of the Level of the Reference Asset on a Valuation Date on page PS-19 and General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Final Swiss Market Index level: The closing level of such basket component calculated on the valuation date. In certain special circumstances, the final level will be determined by the calculation agent, in its

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discretion. See General Terms of the Notes Unavailability of the Level of the Reference Asset on a Valuation Date on page PS-19 and General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Final S&P/ASX 200 Index level:

The closing level of such basket component calculated on the valuation date. In certain special circumstances, the final level will be determined by the calculation agent, in its discretion. See General Terms of the Notes Unavailability of the Level of the Reference Asset on a Valuation Date on page PS-19 and General Terms of the Notes Market Disruption Events beginning on page PS-20 in the accompanying product prospectus supplement.

Final Basket Level:	The <i>sum</i> of the following: (1) the final EURO STOXX 50® Index level <i>divided</i> by the initial EURO STOXX 50® Index level, <i>multiplied</i> by the initial weighted value of the EURO STOXX 50® Index <i>plus</i> (2) the final FTSE® 100 Index level <i>divided</i> by the initial FTSE® 100 Index level, <i>multiplied</i> by the initial weighted value of the FTSE® 100 Index <i>plus</i> (3) the final TOPIX level <i>divided</i> by the initial TOPIX level, <i>multiplied</i> by the initial weighted value of the TOPIX <i>plus</i> (4) the final Swiss Market Index level <i>divided</i> by the initial Swiss Market Index level, <i>multiplied</i> by the initial weighted value of the Swiss Market Index <i>plus</i> (5) the final S&P/ASX 200 Index level <i>divided</i> by the initial S&P/ASX 200 Index level, <i>multiplied</i> by the initial weighted value of the S&P/ASX 200 Index.
Basket Return:	The <i>quotient</i> of (1) the final basket level <i>minus</i> the initial basket level <i>divided</i> by (2) the initial basket level, expressed as a percentage.
Participation Rate:	200.00%
Maximum Payment Amount:	\$1,206.00
	The maximum payment amount sets a cap on appreciation of the basket of 10.30%.
Buffer Level:	90.00% of the initial basket level
Buffer Percentage:	10.00%
Buffer Rate:	The <i>quotient</i> of the initial basket level <i>divided</i> by the buffer level, which equals approximately 111.11%
Closing Level:	As used herein, the closing level of a basket component on any date will be determined based upon the closing level published on the Bloomberg page for such basket component, or any successor page on Bloomberg or any successor service, as applicable, on such date.
Trading Day:	(i) With respect to the EURO STOXX 50® Index, a day on which the level of such basket component is calculated and published by the basket component sponsor, regardless of whether one or more of the principal securities markets for the constituent stocks comprising such basket component (component stocks) are closed on that day and (ii) with respect to each of the FTSE® 100 Index, TOPIX, the Swiss Market Index and the S&P/ASX 200 Index, a day on which the respective principal securities markets for all of the component stocks are open for trading, such basket component sponsor is open for business and such

basket component is calculated and published by such basket component sponsor; although a basket component sponsor may publish a level with respect to a basket component on a day when one or more of the principal securities markets for such component stocks are closed, that day would not be a trading day for purposes of such basket component.

Form of Notes:

Book-entry

Calculation Agent:

Scotia Capital Inc., an affiliate of the Bank

Status:

The notes will constitute direct, unsubordinated and unsecured obligations of the Bank ranking *pari passu* with all other direct, unsecured and unsubordinated indebtedness of the Bank from time to time outstanding (except as otherwise prescribed by law). Holders will not have the benefit of any insurance under the provisions of the *Canada Deposit Insurance Corporation Act*, the U.S. *Federal Deposit Insurance Act* or under any other deposit insurance regime of any jurisdiction.

Tax Redemption:	The Bank (or its successor) may redeem the notes, in whole but not in part, at a redemption price determined by the calculation agent in a manner reasonably calculated to preserve your and our relative economic position, if it is determined that changes in tax laws or their interpretation will result in the Bank (or its successor) becoming obligated to pay additional amounts with respect to the notes. See Tax Redemption below.
Listing:	The notes will not be listed on any securities exchange or quotation system.
Use of Proceeds:	General corporate purposes
Clearance and Settlement:	Depository Trust Company
Business Day:	New York and Toronto
Terms Incorporated:	All of the terms appearing above the item under the caption General Terms of the Notes beginning on page PS-15 in the accompanying product prospectus supplement, as modified by this pricing supplement.

INVESTING IN THE NOTES INVOLVES SIGNIFICANT RISKS. YOU MAY LOSE ALL OR A SUBSTANTIAL PORTION OF YOUR INVESTMENT. ANY PAYMENT ON THE NOTES, INCLUDING ANY REPAYMENT OF PRINCIPAL, IS SUBJECT TO THE CREDITWORTHINESS OF THE BANK. IF THE BANK WERE TO DEFAULT ON ITS PAYMENT OBLIGATIONS YOU MAY NOT RECEIVE ANY AMOUNTS OWED TO YOU UNDER THE NOTES AND YOU COULD LOSE YOUR ENTIRE INVESTMENT

ADDITIONAL TERMS OF YOUR NOTES

You should read this pricing supplement together with the prospectus dated February 1, 2017, as supplemented by the prospectus supplement dated February 13, 2017 and the product prospectus supplement (Equity Linked Index Notes, Series A) dated March 2, 2017, relating to our Senior Note Program, Series A, 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, this pricing supplement will control. ***The notes may vary from the terms described in the accompanying prospectus, accompanying prospectus supplement and accompanying product prospectus supplement in several important ways. You should read this pricing supplement carefully, including the documents incorporated by reference herein.***

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 Specific to the Notes in the accompanying product prospectus supplement, 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

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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).

Product Prospectus Supplement (Equity Linked Index Notes, Series A) dated March 2, 2017:

http://www.sec.gov/Archives/edgar/data/9631/000110465917013557/a17-7248_7424b5.htm

Prospectus Supplement dated February 13, 2017:

http://www.sec.gov/Archives/edgar/data/9631/000110465917008642/a17-4372_1424b3.htm

Prospectus dated February 1, 2017:

<http://www.sec.gov/Archives/edgar/data/9631/000119312517027656/d338678d424b3.htm>

INVESTOR SUITABILITY

The notes may be suitable for you if:

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