

BANK OF NOVA SCOTIA
Form 424B2
March 21, 2017

The information in this Preliminary Pricing Supplement is not complete and may be changed. We may not sell these notes until the Pricing Supplement is delivered in final form. We are not selling these notes, nor are we soliciting offers to buy these notes, in any State where such offer or sale is not permitted.

Subject to Completion. Dated March 21, 2017

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-215597

The Bank of Nova Scotia

\$ Capped Buffered Enhanced Participation Basket-Linked Notes, Series A

Due []

The notes will not bear interest. The amount that you will be paid on your notes at maturity (expected to be the 3rd business day after the valuation date) is based on the performance of an equally weighted basket of the common stocks or ordinary shares of 35 companies involved in the infrastructure industry (selected as described below) as measured from the trade date to and including the valuation date (expected to be between 18 and 21 months after the trade date). If the final basket level on the valuation date is greater than the initial basket level of 100, the return on your notes will be positive, subject to the maximum payment amount (expected to be between \$1,100.95 and \$1,118.80 for each \$1,000 principal amount of your notes). If the final basket level declines by up to 10% from the initial basket level, you will receive the principal amount of your notes. **If the final basket level declines by more than 10% 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 percentage change below 90% of the initial basket level. Any payment on your notes is subject to the creditworthiness of The Bank of Nova Scotia.**

The basket is comprised of 35 equally weighted basket components selected by Kensho Technologies Inc. as of December 31, 2016. Each basket component is listed on either the New York Stock Exchange or the Nasdaq Stock Market and meets minimum market capitalization and traded value thresholds. Basket components were selected based on whether the basket component issuer has included at least one of a list of specified keywords relating to the infrastructure industry (and states that the basket component issuer provides a product or service related to the relevant keyword and the basket objective) in its most recent annual report filed on Form 10-K with the SEC on or prior to December 31, 2016. The basket components, keywords, basket objective and market capitalization and traded value thresholds are described beginning on page P-29.

The basket selection methodology utilizes keywords to select companies involved in the infrastructure industry based on a company's most recent Form 10-K filed with the SEC on or prior to December 31, 2016 and equally weights the basket components. This selection and weighting methodology presents a number of risks and this basket may underperform other baskets of infrastructure stocks selected using different methodologies. See page P-22.

To determine your payment at maturity, we will first calculate the percentage increase or decrease in the final basket level from the initial basket level (the percentage change). At maturity, for each \$1,000 principal amount of your notes you will receive an amount in cash equal to:

- if the final basket level is *greater than* the initial basket level (the percentage change is positive), the *sum* of (i) \$1,000 *plus* (ii) the *product* of (a) \$1,000 *times* (b) the percentage change *times* (c) 150.00%, 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 percentage change is zero or negative, but *equal to* or *greater than* -10.00%), \$1,000; or
- if the final basket level is *less than* the initial basket level by more than 10.00% (the percentage change is negative and is *less than* -10.00%), 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 percentage change *plus* 10.00%.

Investment in the notes involves certain risks. You should refer to **Additional Risks** beginning on page P-20 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 are set on the trade date is expected to be between \$960.00 and \$980.00 per \$1,000 principal amount, which will be 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-20 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%	\$
Underwriting commissions	1.5%	\$
Proceeds to The Bank of Nova Scotia	98.5%	\$

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 March [], 2017

The Capped Buffered Enhanced Participation Basket-Linked Notes, Series A Due [●] (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, will purchase the notes from us for distribution to other registered broker dealers or will offer 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-44 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 range for the notes. This range of estimated values 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-20.

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 \$ per \$1,000 face amount).

Prior to , 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). On and after , 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-20 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 064159JJ6 / ISIN US064159JJ62

Type of Notes: Capped Buffered Enhanced Participation Notes, Series A

Basket; Basket Component(s); Type of Security; Primary Listing; Component Weighting; Initial Basket Component Prices: An equally weighted basket comprised of the common stock and ordinary shares of 35 companies (the basket), each a basket component , and collectively the basket components that comprise the basket and their respective Bloomberg tickers, type of security, primary listing, component weighting and initial basket component prices are listed below. The closing level of the basket will be published daily on Bloomberg page (or any successor or replacement service or page).

<u>Bloomberg</u>	<u>Basket</u>	<u>Type of</u>	<u>Primary</u>	<u>Component</u>	<u>Initial Basket</u>
<u>Ticker</u>	<u>Component</u>	<u>Security</u>	<u>Listing</u>	<u>Weighting*</u>	<u>Prices**</u>
FLS	Flowserve Corporation	Common Stock	New York Stock Exchange	2.857%	
IEX	Ilex Corporation	Common Stock	New York Stock Exchange	2.857%	
MWA	Mueller Water Products, Inc.	Common Stock	New York Stock Exchange	2.857%	
PNR	Pentair plc	Ordinary Shares	New York Stock Exchange	2.857%	
RXN	Rexnord Corporation	Common Stock	New York Stock Exchange	2.857%	
XYL	Xylem Inc.	Common Stock	New York Stock Exchange	2.857%	
VVC	Vectren Corporation	Common Stock	New York Stock Exchange	2.857%	
ACM	AECOM	Common Stock	New York Stock Exchange	2.857%	
ASTE	Astec Industries, Inc.	Common Stock	The Nasdaq National Market	2.857%	

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EME	EMCOR Group, Inc.	Common Stock	New York Stock Exchange	2.857%
EXP	Eagle Materials Inc. Granite Construction	Common Stock	New York Stock Exchange	2.857%
GVA	Incorporated	Common Stock	New York Stock Exchange	2.857%
HW	Headwaters Incorporated	Common Stock	New York Stock Exchange	2.857%
MDU	MDU Resources Group, Inc.	Common Stock	New York Stock Exchange	2.857%
MLM	Martin Marietta Materials, Inc.	Common Stock Class A	New York Stock Exchange	2.857%
SUM	Summit Materials, LLC	Common Stock	New York Stock Exchange	2.857%
TPC	Tutor Perini Corporation	Common Stock	New York Stock Exchange	2.857%
TTEK	Tetra Tech, Inc.	Common Stock	The Nasdaq Stock Market Llc	2.857%
VMC	Vulcan Materials Company	Common Stock	New York Stock Exchange	2.857%
CCI	Crown Castle International Corp.	Common Stock	New York Stock Exchange	2.857%
UNIT	Uniti Group Inc.	Common Stock	The Nasdaq Global Select Market	2.857%
DY	Dycom Industries, Inc.	Common Stock	New York Stock Exchange	2.857%

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MTZ	MasTec, Inc.	Common Stock	New York Stock Exchange	2.857%
PWR	Quanta Services Inc.	Common Stock	New York Stock Exchange	2.857%
COMM	CommScope Holding Company, Inc.	Common Stock	The Nasdaq Global Select Market	2.857%
ROCK	Gibraltar Industries, Inc.	Common Stock Class A	The Nasdaq Global Select Market	2.857%
SEMG	SemGroup Corporation	Common Stock	New York Stock Exchange	2.857%
VLO	Valero Energy Corporation	Common Stock	New York Stock Exchange	2.857%
VMI	Valmont Industries Inc.	Common Stock	New York Stock Exchange	2.857%
KN	Knowles Corporation	Common Stock	New York Stock Exchange	2.857%
MMM	3M Company	Common stock	New York Stock Exchange	2.857%
LITE	Lumentum Holdings Inc.	Common Stock	The Nasdaq Global Select Market	2.857%
AGX	Argan Inc.	Common Stock	New York Stock Exchange	2.857%