

BANK OF NOVA SCOTIA  
Form 6-K  
April 09, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

For the month of April, 2015

Commission File Nos.: 002-09048  
333-188984-01

**THE BANK OF NOVA SCOTIA**

**SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP**

(Translation of Registrant's name into English)

**40 King Street, West  
64th Floor  
Toronto, Ontario  
Canada M5H 1H1  
Attention: Executive Vice-President  
and Group Treasurer**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

THIS REPORT ON FORM 6-K AND THE EXHIBITS HERETO SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE AS EXHIBITS TO THE BANK OF NOVA SCOTIA'S AND SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP'S REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-188984) AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.



An exhibit is filed herewith in connection with the The Bank of Nova Scotia (the "Bank") and Scotiabank Covered Bond Guarantor Limited Partnership (the "Guarantor LP" and together with the Bank, the "Registrants") U.S.\$15,000,000,000 global covered bond program shelf registration statement on Form F-3 (File No. 333-188984).

The exhibit filed herewith is Exhibit 1.2, an underwriting agreement dated as of April 7, 2015 (the "Underwriting Agreement") in connection with the issuance of U.S.\$1,100,000,000 aggregate principal amount of 1.850% covered bonds due 2020. A form of the Underwriting Agreement was previously filed with the Commission as Exhibit 1.1.

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| 1.2                   | Underwriting Agreement, dated as of April 7, 2015, by and among the Bank, Guarantor LP, Citigroup Global Markets Inc. and Scotia Capital (USA) Inc. |

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

**THE BANK OF NOVA SCOTIA**

/s/ Ian Berry

By: Name: Ian Berry

Title: Managing Director & Head, Funding

**SCOTIABANK COVERED BOND GP INC., in its capacity as managing general partner of SCOTIABANK  
COVERED BOND GUARANTOR LIMITED PARTNERSHIP**

/s/ Christy Bunker

By: Name: Christy

Bunker

Title: Vice President

Date: April 8, 2015