

Scotiabank Covered Bond Guarantor Limited Partnership  
Form 10-K/A  
May 02, 2016

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10-K FOR THE FISCAL YEAR ENDED OCTOBER 31, 2015 UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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**FORM 10-K/A**

**(Amendment No. 1) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** For the fiscal year ended October 31, 2015 or **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** For the transition period from to 333-188984 (Commission file number of Issuing Entity)

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**Scotiabank Covered Bond Guarantor Limited Partnership** (Exact name of registrant as specified in its charter)  
**The Bank of Nova Scotia** (Exact name of Sponsor and Depositor as specified in its charter) **Ontario, Canada Not applicable** (State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.) **40 King Street West, 64th Floor, Toronto, Ontario, Canada M5H 1H1**  
**M5H 1H1** (Address of principal executive offices) (Zip Code of Registrant) **(416) 866-3672**  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act: Title of each class Name of each exchange on which registered** None None  
**Securities registered pursuant to section 12(g) of the Act:**  
**Covered Bonds**  
(Title of class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes No Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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Yes No Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)  
Smaller reporting company Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter.

None.

**Note.**—If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided that the assumptions are set forth in this Form.

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## Documents Incorporated by Reference

None

**Explanatory Note**

This Amendment No. 1 (this “Amendment”) to our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, originally filed January 29, 2016 (the “Original Form 10-K”), is being filed solely to amend the title of the signatory hereto in compliance with General Instruction J to Form 10-K and to refile Exhibit 31 to the Original Form 10-K to conform to the form, content and signature requirements of Item 601(b)(31)(ii) of Regulation S-K.

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No other changes have been made to the Original Form 10-K other than described above. This Amendment does not reflect subsequent events occurring after the date of the Original Form 10-K or modify or update any disclosures set forth in the Original Form 10-K except as to the title of the signatory hereto and in Exhibit 31 hereto.

#### **Part IV**

##### **Item 15. Exhibits and Financial Statement Schedules.**

(a) (1)Not applicable. (2)Not applicable. (3)The exhibits filed in response to Item 601 of Regulation S-K are listed in the Exhibit Index. (b)The exhibits filed in response to Item 601 of Regulation S-K are listed in the Exhibit Index. (c)None.

##### **SUBSTITUTE INFORMATION PROVIDED IN ACCORDANCE WITH GENERAL INSTRUCTION J(2) TO FORM 10-K:**

Capitalized terms used and not otherwise defined-herein shall have the same meanings as set forth in the Prospectus dated August 20, 2014.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SCOTIABANK COVERED BOND GUARANTOR LIMITED PARTNERSHIP (Issuing entity) Date: May 2,  
2016 By: THE BANK OF NOVA SCOTIA (Servicer) /s/ Andrew Branion (Signature)  
Andrew Branion  
Executive Vice-President and Group Treasurer

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**EXHIBIT INDEX**

**Exhibit 31** Certifications. **Exhibit 33.1** Report on Assessment of Compliance with Applicable Servicing Criteria for Covered Bonds by The Bank of Nova Scotia.\*\* **Exhibit 34.1** Attestation Report on Assessment of Compliance with the Servicing Criteria for Covered Bonds by KPMG LLP.\*\* **Exhibit 35.1** Annual Servicer Compliance Statement of the Servicer for the period ended October 31, 2015.\*\*

\*\* Previously filed