

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**

Date: January 21, 2025

Commission File Number: 002-09048

THE BANK OF NOVA SCOTIA
(Name of Registrant)

40 Temperance Street, Toronto, Ontario, Canada M5H 0B4
Attention: Secretary's Department (Tel.: (416) 866-3672)
(Address of principal executive office)

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

This report on Form 6-K shall be deemed to be incorporated by reference into the registration statement of The Bank of Nova Scotia on Form F-3 (File No. 333-282565) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

SIGNATURES

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.

Date: January 21, 2025

THE BANK OF NOVA SCOTIA

By: /s/ Dale Cheeseman

Name: Dale Cheeseman
Title: Managing Director

EXHIBIT INDEX

Exhibit	Description of Exhibit
<u>5.4</u>	Opinion of Ashurst LLP, as to the validity of the Series A and Series B senior unsecured debt securities under New York law
<u>8.4</u>	Opinion of Ashurst LLP, as to United States federal tax matters relating to certain of the debt securities
<u>23.8</u>	Consent of Ashurst LLP (included in Exhibit 5.4 herein)
<u>23.9</u>	Consent of Ashurst LLP (included in Exhibit 8.4 herein)

Opinion of Ashurst LLP

[LETTERHEAD OF ASHURST LLP]

January 21, 2025

The Bank of Nova Scotia
40 Temperance Street
Toronto, Ontario
Canada M5H 0B4

Ladies and Gentlemen:

The Bank of Nova Scotia (the "Company") has filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form F-3 (the "Registration Statement"), to which this Opinion is being incorporated by reference as an Exhibit, for the purpose of registering under the Securities Act of 1933, as amended, among other securities, the Company's Series A and Series B senior unsecured debt securities (the "Securities") to be issued from time to time pursuant to an indenture, dated as of January 22, 2010, as amended and supplemented from time to time (as supplemented through the date hereof, the "Indenture"), among the Company, Computershare Trust Company, N.A., as U.S. trustee (the "U.S. Trustee") and Computershare Trust Company of Canada, as Canadian trustee (the "Canadian Trustee" and together with the U.S. Trustee, the "Trustees").

In rendering the opinions set forth below, we have examined and relied upon the originals, copies or specimens, certified or otherwise identified to our satisfaction, of such documents, certificates, corporate and public records, agreements and instruments and other documents as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that (a) a duly authorized officer of the Company will determine the terms of the Securities and duly authorize the issuance and sale of the Securities and such authorization will not be modified or rescinded, (b) the effectiveness of the Registration Statement will not be terminated or rescinded, (c) all natural persons will have legal capacity and all documents, agreements and instruments will be duly authorized, executed and delivered (and authenticated, where applicable) by all parties thereto and that each such person's signature is genuine, (d) all such parties will be validly existing and in good standing under the laws of their respective jurisdictions of organization, (e) all such parties will have the power and legal right to execute and deliver all such documents, agreements and instruments, and (f) (except to the extent expressly opined on herein) that such documents, agreements and instruments will be legal, valid and binding obligations of such parties, enforceable against such parties in accordance with their respective terms. We have also assumed that none of the terms of the Securities to be established or determined subsequent to the date hereof, nor the issuance or delivery of the Securities will violate any applicable law or public policy (without limitation, applicable usury laws) or will result in the violation of any provision of any instrument then binding on the Company, or any restriction imposed by any court or governmental body having jurisdiction over the Company.

We express no opinion concerning the laws of any jurisdiction other than the laws of the State of New York.

Based upon and subject to the foregoing and the other assumptions and qualifications set forth herein, we are of the opinion that when the specific terms of an issuance of Securities have been duly determined in accordance with the Indenture and the Securities have been duly authenticated and delivered by the Trustees and executed by the Company in the manner contemplated in the Indenture and the applicable underwriting or other distribution agreement against payment therefor, the Securities will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium, receivership or other laws relating to or affecting creditors' rights generally, and to general principles of equity (regardless of whether enforcement is sought in a proceeding at law or in equity), and subject to the effect of laws that may limit the waiver of rights or benefits under or defenses with respect to applicable usury laws.

We hereby consent to the filing of this letter as an exhibit to the Current Report on Form 6-K dated January 21, 2025 filed by the Company and incorporated by reference into the Registration Statement. In addition, if a prospectus supplement, pricing supplement, final terms supplement or any other such document evidencing the final terms of an issuance of Securities (in any case, a "final terms supplement") relating to the offer and sale of any issuance of Securities is prepared and filed by the Company with the Commission on a future date and the final terms supplement contains our opinion and a reference to us substantially in the form set forth below, this consent shall apply to the reference to our opinion and us in substantially such form:

"In the opinion of Ashurst LLP, when the [Securities/Notes] offered by this [pricing supplement] have been executed and issued by the issuer and authenticated by the trustee pursuant to the indenture and delivered, paid for and sold as contemplated herein, the [Securities/Notes] will be valid and binding obligations of the issuer, enforceable against the issuer in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium, receivership or other laws relating to or affecting creditors' rights generally, and to general principles of equity (regardless of whether enforcement is sought in a proceeding at law or in equity). This opinion is given as of the date hereof and is limited to the laws of the State of New York. Insofar as this opinion involves matters governed by Canadian law, Ashurst LLP has assumed, without independent inquiry or investigation, the validity of the matters opined on by Osler, Hoskin & Harcourt LLP, Canadian legal counsel for the issuer, in its opinion expressed below. In addition, this opinion is subject to customary assumptions about the trustee's authorization, execution and delivery of the indenture and, with respect to the [Securities/Notes], authentication of the [Securities/Notes] and the genuineness of signatures and certain factual matters, all as stated in the opinion of Ashurst LLP dated January 21, 2025 filed with the Securities and Exchange Commission as an exhibit to the Current Report on Form 6-K on January 21, 2025."

This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act of 1933, as amended.

Very truly yours,

Opinion of Ashurst LLP

[LETTERHEAD OF ASHURST LLP]

January 21, 2025

The Bank of Nova Scotia
40 Temperance Street
Toronto, Ontario
Canada M5H 0B4

Ladies and Gentlemen:

As U.S. special tax counsel to The Bank of Nova Scotia (the "Company") in connection with the registration of, among other securities, the Company's Series A and Series B senior unsecured debt securities to be offered and sold (on a delayed and continuous basis) by the Company, pursuant to the base prospectus (the "Base Prospectus"), prospectus supplements ("Prospectus Supplements"), free writing prospectuses ("FWP") and pricing supplements ("Pricing Supplements" and, together with the Base Prospectus, Prospectus Supplements and FWP, the "Prospectus") that forms a part of the registration statement on Form F-3 (the "Registration Statement") of the Company which was filed with the Securities and Exchange Commission and to which this Opinion is being incorporated by reference as an Exhibit, we hereby confirm to you that the discussions that refer to our name set forth under the headings "Material U.S. Federal Income Tax Consequences", "Material U.S. Federal Income Tax Considerations", "Summary of U.S. Federal Income Tax Consequences", "U.S. Federal Income Tax Consequences", "What Are the Tax Consequences of the Notes?" and headings of similar import contained in the Prospectus in the Registration Statement is our opinion, subject to the limitations set forth therein.

We hereby consent to any reference to us under the above-specified headings in the Prospectus in the Registration Statement, in our capacity as U.S. special tax counsel to the Company, and to the filing of this letter as an exhibit to the Current Report on Form 6-K dated January 21, 2025 filed by the Company and incorporated by reference into the Registration Statement.

In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Ashurst LLP

Ashurst LLP
