BANK OF NOVA SCOTIA
Form 424B2
December 26, 2018

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Registration No. 333-228614
Product Prospectus Supplement dated December 26, 2018
(to the Prospectus Supplement dated December 26, 2018
and the Prospectus dated December 26, 2018)

The Bank of Nova Scotia
Senior Note Program, Series A
EQUITY SECURITIES LINKED NOTES AND
EXCHANGE TRADED FUND LINKED NOTES, SERIES A

The Bank of Nova Scotia (the "Bank") may offer and sell equity securities linked notes and exchange traded fund linked notes (the "notes") from time to time. The accompanying prospectus dated December 26, 2018 (the "prospectus") and the accompanying prospectus supplement dated December 26, 2018 (together with the accompanying prospectus, the accompanying "program prospectus") describe terms that will apply generally to the notes, including any notes you purchase. A separate pricing supplement (the applicable "pricing supplement") will describe the terms that apply specifically to your notes, including any changes to the terms specified below. If there is any inconsistency between the terms of the notes described in the accompanying prospectus, the accompanying prospectus supplement, this product prospectus supplement, and the applicable pricing supplement, the following hierarchy will govern: first, the applicable pricing supplement; second, this product prospectus supplement; third, the accompanying prospectus supplement; and last, the accompanying prospectus.

The notes are senior unsecured debt securities of the Bank linked to the performance of one or more equity securities (including American depositary receipts ("ADRs")) or exchange traded funds ("ETFs" and each an "ETF") (each, a "Reference Asset") specified in the applicable pricing supplement. If the Reference Asset of your notes is a basket consisting of more than one equity security or ETF, we may refer to the Reference Asset as a "Basket" and each applicable component of the Reference Asset as a "Basket Component". The payment at maturity on your notes will be based on the performance of the Reference Asset during the term of your notes. The notes are generally designed for investors who are seeking exposure to the Reference Asset and who anticipate that the level of the Reference Asset will increase (or, in the case of bearish notes, decrease) from its Initial Price to the Final Price on the applicable valuation date or dates. Investors must be willing to forego any interest payments on the notes and be willing to accept a return that may be negative, in which case you will receive at maturity less, and possibly significantly less, than your principal and you could lose all of your investment.

THE NOTES DO NOT GUARANTEE ANY RETURN OF PRINCIPAL AT MATURITY. ANY PAYMENT TO BE MADE ON THE NOTES, INCLUDING ANY REPAYMENT OF PRINCIPAL, DEPENDS ON THE ABILITY OF THE BANK TO SATISFY ITS OBLIGATIONS AS THEY COME DUE. YOU ARE SUBJECT TO A RISK TO ALL OR A PORTION OF YOUR INVESTMENT IN THE NOTES, AS DESCRIBED IN MORE DETAIL BELOW.

The notes will not be listed on any securities exchange or quotation system, unless otherwise specified in the applicable pricing supplement.

You should read this product prospectus supplement, the applicable pricing supplement and the accompanying program prospectus carefully before you invest in any of the notes.

Your investment in the notes involves certain risks. See "Additional Risk Factors Specific to the Notes" beginning on page PS-6 to read about investment risks relating to the notes. In addition, see "Risk Factors" beginning on page S-2 of the accompanying prospectus supplement and page 5 of the accompanying prospectus. Unless otherwise specified in the applicable pricing supplement, the principal of the notes is not protected and you could lose some or all of your investment.

The price at which you purchase the notes will likely include hedging costs and profits and underwriting commissions that the Bank or its affiliates expect to incur or realize, and such amounts will be described in the applicable pricing supplement. These amounts will reduce the secondary market price, if any secondary market develops, for the notes. As a result, you will experience an immediate decline in the value of your notes on the issue date.

Neither the Securities and Exchange Commission (the “SEC”) nor any other regulatory body has approved or disapproved of these notes or passed upon the adequacy or accuracy of this product prospectus supplement, the accompanying prospectus supplement, or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will not constitute deposits that are insured under the Canada Deposit Insurance Corporation Act (Canada) or by the United States Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

The Bank may sell the notes directly or through one or more agents or dealers. The agents are not required to sell any particular amount of the notes. See “Supplemental Plan of Distribution (Conflicts of Interest)” in this product prospectus supplement and the accompanying prospectus supplement and “Plan of Distribution (Conflicts of Interest)” in the accompanying prospectus.

The Bank may use this product prospectus supplement in the initial sale of any notes. In addition, Scotia Capital (USA) Inc. (“SCUSA”), other agents, or any of our or their respective affiliates may use this product prospectus supplement or the accompanying program prospectus in a market-making or other transaction in any note after its initial sale. Unless the Bank or an agent informs the purchaser otherwise in the confirmation of sale or applicable pricing supplement, this product prospectus supplement and the accompanying program prospectus are being used in a market-making transaction.

Scotia Capital (USA) Inc.

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Prospectus Supplement dated December 26, 2018

Prospectus dated December 26, 2018

You should rely only on the information incorporated by reference or provided in this product prospectus supplement, the accompanying prospectus supplement and the applicable pricing supplement (collectively, the “applicable supplements”), and the accompanying prospectus. We have not authorized anyone to provide you with different information. The aforementioned documents do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the notes described in the applicable supplements nor do they constitute an offer to sell or a solicitation of an offer to buy such notes in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. The delivery of the accompanying prospectus and any applicable supplement at any time does not imply that the information they contain is correct as of any time subsequent to their respective dates.

SUMMARY

In this product prospectus supplement, references to the “prospectus” or the “accompanying prospectus” mean the accompanying prospectus, dated December 26, 2018, references to the “prospectus supplement” or the “accompanying prospectus supplement” mean the accompanying prospectus supplement, dated December 26, 2018 and references to the “program prospectus” or “accompanying program prospectus” mean, together, the accompanying prospectus and prospectus supplement. References to the “applicable pricing supplement” mean the pricing supplement that describes the specific terms of your notes.

This section is meant as a summary and should be read in conjunction with the accompanying program prospectus and the applicable pricing supplement to help you understand the notes. This product prospectus supplement, together with the accompanying program prospectus and the applicable pricing supplement, contains the terms of the notes and supersedes all prior or contemporaneous oral statements as well as any other written materials relating to the notes, including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials. If there is any inconsistency between the terms of the notes described in the accompanying prospectus, the accompanying prospectus supplement, this product prospectus supplement, and the applicable pricing supplement, the following hierarchy will govern: first, the applicable pricing supplement; second, this product prospectus supplement; third, the accompanying prospectus supplement; and last, the accompanying prospectus.

An investment in the notes entails significant risks. You should carefully consider, among other things, the matters set forth under “Additional Risk Factors Specific to the Notes” herein and “Risk Factors” in the accompanying prospectus supplement and the accompanying prospectus. Before investing in the notes, we urge you to consult your investment, legal, tax, accounting and other advisors.

Unless otherwise specified in the applicable supplement:

- all dollar amounts are expressed in U.S. dollars;
- “the Bank”, “we”, “us” and “our” mean The Bank of Nova Scotia together, where the context requires, with its subsidiaries; and
- “you”, “your” and “holder” means a prospective purchaser or a purchaser of notes, or a beneficial or registered holder of notes, provided that a reference to “registered holder” means a registered holder of notes (see “Legal Ownership and Book-Entry Issuance” and “Description of the Debt Securities We May Offer” in the accompanying prospectus and “Global Notes” under the heading “Description of the Notes” in the accompanying prospectus supplement).

The information in this “Summary” section is qualified by the more detailed information set forth in this product prospectus supplement, the accompanying program prospectus, as well as the applicable pricing supplement.

Issuer:	The Bank of Nova Scotia (the “Bank”).
Issue:	Senior Notes, Equity Securities Linked Notes and Exchange Traded Fund Linked Notes, Series A.
Reference Asset or Basket:	As specified in the applicable pricing supplement.
Principal Amount:	Unless otherwise specified in the applicable pricing supplement, $1,000 per note.
Minimum Investment:	As specified in the applicable pricing supplement.

Denominations:	Unless otherwise specified in the applicable pricing supplement, the notes will be issued in denominations of $1,000 and integral multiples in excess of $1,000.

Interest Payable: None, unless otherwise specified in the applicable pricing supplement.

Interest Rate (coupon): If applicable, as specified in the applicable pricing supplement.

Interest Payment Dates: If applicable, as specified in the applicable pricing supplement.

Payment at Maturity: Unless otherwise specified in the applicable pricing supplement, the payment at maturity for a note will be based on the performance of the Reference Asset, and will be calculated as follows:

Payment at Maturity in Excess of Principal Amount

If the Final Price is greater than or equal to (or, in the case of bearish notes, less than or equal to) the Initial Price, then, at maturity, you will receive an amount equal to:

Principal Amount + (Principal Amount × Percentage Change)

(a) If the applicable pricing supplement specifies that a “Participation Rate” is applicable to your notes, then the payment at maturity will be calculated as follows:

Principal Amount + (Principal Amount × Percentage Change × Participation Rate)

(b) If the applicable pricing supplement specifies that a “Booster Coupon” is applicable to your notes:

1. If the Percentage Change is greater than the Booster Percentage, then the payment at maturity will equal:

Principal Amount + (Principal Amount × Percentage Change)

2. If the Percentage Change is greater than or equal to 0% but less than or equal to the Booster Percentage, then the payment at maturity will equal:

Principal Amount + (Principal Amount × Booster Percentage)

(c) If the applicable pricing supplement specifies that a cap is applicable to your notes, then the payment at maturity will not exceed the Maximum Redemption Amount set forth in the applicable pricing supplement.

(d) If the applicable pricing supplement specifies that a “Digital Coupon” is applicable to your notes and the applicable conditions are satisfied, then the payment at maturity will equal:

Principal Amount + (Principal Amount × Digital Coupon)

Payment at Maturity Less Than or Equal to Principal Amount

If the Final Price is less than (or, in the case of bearish notes, greater than) the Initial Price, then, at maturity, you will receive less than the Principal Amount of your notes, incurring a loss on your investment of principal. In such a case, the payment at maturity will equal:

Principal Amount + (Principal Amount × Percentage Change)

(a) If the applicable pricing supplement specifies that a "Buffer" is applicable to your notes:

1. If the Final Price is greater than or equal to (or, in the case of bearish notes, less than or equal to) the Buffer Level, then the payment at maturity will equal the Principal Amount of your notes.

2. If the Final Price is less than (or, in the case of bearish notes, greater than) the Buffer Level, then the payment at maturity will equal:
Principal Amount + [Principal Amount × (Percentage Change + Buffer Percentage)]

(b) If the applicable pricing supplement specifies that a "Barrier" is applicable to your notes:

1. If no Barrier Event has occurred, then the payment at maturity will equal the Principal Amount of your notes.

2. If a Barrier Event has occurred, then the payment at maturity will equal:
Principal Amount + (Principal Amount × Percentage Change)

Percentage Change:	The Percentage Change, expressed as a percentage, is calculated as follows: $\frac{\text{Final Price} - \text{Initial Price}}{\text{Initial Price}}$ If your notes are bearish notes, the Percentage Change will be calculated as follows: $\frac{\text{Initial Price} - \text{Final Price}}{\text{Initial Price}}$ For the avoidance of doubt, the Percentage Change may be a negative value.
Maximum Redemption Amount:	As specified in the applicable pricing supplement, if applicable.
Participation Rate:	As specified in the applicable pricing supplement, if applicable.
Booster Percentage:	A specified percentage increase (or, in the case of bearish notes, decrease) in the level of the Reference Asset. The Booster Percentage will be set forth in the applicable pricing supplement, if applicable.
Digital Coupon:	A percentage that will be specified in the applicable pricing supplement, if applicable.
Buffer Level:	A specified level of the Reference Asset that is less than (or, in the case of bearish notes, greater than) the Initial Price. The Buffer Level will be a percentage of the Initial Price and set forth in the applicable pricing supplement, if applicable.

Buffer Percentage:	A specified percentage that will be set forth in the applicable pricing supplement, if applicable. For example, if the Buffer Level is 90% of the Initial Price, the Buffer Percentage will be 10%.
Barrier Level:	A specified level of the Reference Asset that is less than (or, in the case of bearish notes, greater than) the Initial Price. The Barrier Level will be a percentage of the Initial Price and set forth in the applicable pricing supplement, if applicable.
Barrier Event:	Depending upon the terms set forth in the applicable pricing supplement, a Barrier Event will occur if: (i) the Final Price is less than (or, in the case of bearish notes, greater than) the Initial Price, and (ii) (a) for notes subject to Intra-Day Monitoring, at any time during the Monitoring Period, the level of the Reference Asset is less than (or, in the case of bearish notes, greater than) the Barrier Level, or (b) for notes subject to Close of Trading Day Monitoring, on any trading day during the Monitoring Period, the closing price of the Reference Asset is less than (or, in the case of bearish notes, greater than) the Barrier Level, or (c) for notes subject to Final Valuation Date Monitoring, the Final Price is less than (or, in the case of bearish notes, greater than) the Barrier Level.
Monitoring Period:	As specified in the applicable pricing supplement, if applicable.
Initial Price:	As specified in the applicable pricing supplement.
Final Price:	Unless otherwise specified in the applicable pricing supplement, the closing price of the Reference Asset on the valuation date (if there is one valuation date applicable to the notes) or the arithmetic average of the closing prices of the Reference Asset on each of the valuation dates (if there is more than one valuation date applicable to the notes), or any other dates specified in the applicable pricing supplement.
Pricing Date:	As specified in the applicable pricing supplement.
Issue Date:	As specified in the applicable pricing supplement.
Valuation Date(s):	The valuation date, or if there is more than one valuation date, the valuation dates and final valuation date, will be specified in the applicable pricing supplement and subject to postponement in the event of a market disruption event as described under "General Terms of the Notes — Unavailability of the Closing Price of the Reference Asset on a Valuation Date" and "— Valuation Date".
Maturity Date:	As specified in the applicable pricing supplement.
CUSIP:	As specified in the applicable pricing supplement.
Clearance and Settlement:	DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg, as described under "Legal Ownership and Book-Entry Issuance" in the accompanying prospectus).

Listing:	The notes will not be listed on any securities exchange or quotation system, unless otherwise specified in the applicable pricing supplement.
Calculation Agent:	Scotia Capital Inc., unless otherwise specified in the applicable pricing supplement.

ADDITIONAL RISK FACTORS SPECIFIC TO THE NOTES

An investment in your notes is subject to the risks described below, as well as the risks described under “Risk Factors” in the accompanying prospectus and the accompanying prospectus supplement. Your notes are not secured debt and are riskier than ordinary unsecured debt securities. Also, investing in your notes is not equivalent to investing directly in the applicable Reference Asset. You should carefully consider whether the notes are suited to your particular circumstances. This product prospectus supplement should be read together with the accompanying program prospectus and the applicable pricing supplement. If there is any inconsistency between the terms of the notes described in the accompanying prospectus, the accompanying prospectus supplement, this product prospectus supplement, and the applicable pricing supplement, the following hierarchy will govern: first, the applicable pricing supplement; second, this product prospectus supplement; third, the accompanying prospectus supplement; and last, the accompanying prospectus. This section describes the most significant risks relating to the terms of the notes. We urge you to read the following information about these risks, together with the other information in this product prospectus supplement, the accompanying program prospectus and the applicable pricing supplement, before investing in the notes.

General Risks Relating to the Notes

Your Investment in the Notes May Result in a Complete Loss of Your Investment.

The notes do not guarantee any return of principal. The amount payable on the notes at maturity will depend primarily on the Percentage Change in the level of the Reference Asset from the Initial Price to the Final Price. Because the level of the Reference Asset will be subject to market fluctuations, the return on your notes at maturity may be less, and possibly significantly less, than the Principal Amount per note. If the Final Price is less than (or, in the case of bearish notes, greater than) the Initial Price (and, in the case of notes with a buffer, less than (or, in the case of bearish notes with a buffer, greater than) the Buffer Level) or a Barrier Event has occurred (as applicable), the return on your notes will be less than the Principal Amount per note. This will be the case even if the level of the Reference Asset is greater than (or, in the case of bearish notes, less than) the Initial Price at certain periods during the term of the notes. You may lose all or a substantial portion of the amount that you invested to purchase the notes.

The Contingent Repayment of Principal Applies Only at Maturity.

You will receive the Principal Amount of your notes at maturity only if, (i) in the case of notes with a buffer, the Final Price is greater than or equal to (or, in the case of bearish notes with a buffer, less than or equal to) the Buffer Level and (ii) in the case of notes with a barrier, a Barrier Event has not occurred. If the Final Price is less than (or, in the case of bearish notes, greater than) the Buffer Level or a Barrier Event has occurred, as applicable, you will receive at maturity less, and possibly significantly less, than your principal and you could lose all of your investment.

The Notes Are Not Expected to Pay Interest and Your Return May Be Lower than the Return on a Conventional Debt Security of Comparable Maturity.

Unless otherwise specified in the applicable pricing supplement, there will be no periodic interest payments on the notes as there would be on a conventional fixed-rate or floating-rate debt security having the same maturity. If the applicable pricing supplement specifies potential interest payments, the interest payments may be capped or be based on a formula linked to changes in the Reference Asset that results in interest payments equaling zero. The return that you will receive on your notes, which could be negative, may be less than the return you could earn on other investments. Even if your return is positive, your return may be less than the return you would earn if you bought a conventional interest bearing senior debt security of the Bank with the same maturity date or if you invested directly in the Reference Asset. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

Your Potential Payment at Maturity May Be Limited.
If your notes are subject to a cap or a Digital Coupon or a Participation Rate that is less than 100%, they will provide less opportunity to participate in the appreciation (or, in the case of bearish notes, depreciation) of the Reference Asset than an investment in a security linked to the Reference Asset providing full participation in the appreciation (or, in the case of bearish notes, depreciation), because the payment at maturity will not exceed the Maximum Redemption Amount or the Principal Amount plus Digital Coupon, as applicable, or because the payment at maturity does not reflect at least 100% participation in the performance of the Reference Asset. Accordingly, your return on the notes may be less than your return would be if you made an investment in a security that provides full participation in the positive (or, in the case of bearish notes, negative) performance of the Reference Asset.
Owning the Notes Is Not the Same as Owning the Reference Asset or its Components or a Security Directly Linked to the Performance of the Reference Asset or its Components.
The return on your notes will not reflect the return you would realize if you actually owned the Reference Asset or, if the Reference Asset is or contains (in the case of a Basket) an ETF, the constituents underlying the ETF (as applicable, the "Reference Asset Constituents"), or a security that provides full participation in the performance of the Reference Asset or the Reference Asset Constituents and held that investment for a similar period because:

your notes may be subject to a cap or Digital Coupon, or a Participation Rate of less than 100%;

unless otherwise specified in the applicable pricing supplement, you will not receive or be entitled to receive any dividend payments or other distributions during the term of the notes, and any such dividends or distributions will not be factored into the calculation of any payment on your notes; and

you will not have voting rights or any other rights that a holder of any applicable Reference Asset or Reference Asset Constituent may have.
Your notes may trade or be valued quite differently from the Reference Asset. Changes in the level of the Reference Asset may not result in comparable changes in the market value of your notes. Even if the level of the Reference Asset increases (or, in the case of bearish notes, decreases) from the Initial Price during the term of the notes, the market value of the notes prior to maturity may not increase to the same extent. It is also possible for the market value of the notes prior to maturity to decrease while the level of the Reference Asset increases (or, in the case of bearish notes, decreases).
There May Not Be an Active Trading Market for the Notes—Sales in the Secondary Market May Result in Significant Losses.
There may be little or no secondary market for the notes. The notes will not be listed on any securities exchange or quotation system, unless otherwise specified in the applicable pricing supplement. SCUSA, other agents, or any other of our or their respective affiliates may make a market for the notes; however, they are not required to do so and may stop any market-making activities at any time. Even if a secondary market for the notes develops, it may not provide significant liquidity or trade at prices advantageous to you and as a result you may not be able to sell your notes in the secondary market. We expect that transaction costs in any secondary market would be high. As a result, the difference between bid and ask prices for your notes in any secondary market could be substantial. If you sell your notes before maturity, you may have to do so at a substantial discount from the issue price even if the level of the Reference Asset is higher than the Initial Price, Buffer Level or Barrier, as applicable, and as a result, you may suffer substantial losses.
The Market Value of Your Notes May Be Influenced by Many Unpredictable Factors.
The following and other factors, which are beyond our control, may influence the market value of your notes:

the level of the Reference Asset, including, in the case of notes that have a buffer, whether the level of the Reference Asset trades or closes at a level below the Buffer Level or, in the case of notes that have a Barrier, whether a Barrier Event has occurred;

if your notes are subject to a cap or a Digital Coupon;

if your notes are subject to a Participation Rate not equal to 100%;

the volatility (i.e., the frequency and magnitude of changes) of the price or level of the Reference Asset;

the dividend rate on the applicable Reference Asset or Reference Asset Constituents;

economic, financial, political, military, regulatory, legal and other events that affect the applicable securities markets generally and the U.S. markets in particular, and which may affect the level of the Reference Asset;

if any Reference Asset or Reference Asset Constituents are issued by non-U.S. companies, changes in, and the volatility of, the exchange rates between the U.S. dollar and the relevant non-U.S. currency or currencies could have a negative impact on the payments due on your notes and their market value;

interest and yield rates in the market; and

the time remaining to maturity of the notes.

These and other factors may influence the market value of your notes if you sell your notes before maturity. Our creditworthiness, as represented by our credit ratings or as otherwise perceived in the market, will also affect the market value of your notes. If you sell your notes prior to maturity, you may receive substantially less than the Principal Amount of your notes.

Payments on the Notes Are Subject to Our Credit Risk, and Changes in Our Credit Ratings Are Expected to Affect the Market Value of the Notes.

The notes are the Bank's senior unsecured debt securities and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the notes, including any repayment of principal at maturity, depends on the ability of the Bank to satisfy its obligations as they come due. As a result, the Bank's actual and perceived creditworthiness may affect the market value of the notes. This will be the case even if the level of the Reference Asset increases (or, in the case of bearish notes, decreases) after the pricing date. No assurance can be given as to what our financial condition will be at any time during the term of the notes, or at maturity.

If Your Notes Are Linked to a Basket, Changes in the Level of One or More Basket Components May Be Offset by Changes in the Level of One or More Other Basket Components.

Your notes may be linked to a Basket. In such a case, a change in the levels of one or more Basket Components may not correlate with changes in the levels of one or more other Basket Components. The level of one or more Basket Components may increase, while the level of one or more other Basket Components may not increase as much, or may even decrease. The opposite changes may occur in the case of bearish notes. Therefore, in determining the level of the Basket as of any time, increases (or, in the case of bearish notes, decreases) in the level of one Basket Component may be moderated, or wholly offset, by lesser increases or decreases (or, in the case of bearish notes, lesser decreases or increases) in the level of one or more other Basket Components. If the weightings of the applicable Basket Components are not equal, changes in the level of the Basket Components which are more heavily weighted could have a disproportionately adverse impact upon your notes.

The Amount to Be Paid at Maturity Will Not Be Affected by All Developments Relating to the Reference Asset.

Changes in the level of the Reference Asset during the term of the notes before the relevant valuation date or valuation dates, as the case may be, will not be reflected in the calculation of the payment at maturity. The calculation agent will calculate this amount by comparing only the Final Price to the Initial Price (or the Buffer Level, as applicable) and, in the case of notes that have a barrier, by comparing the trading level or closing price of the Reference Asset during the Monitoring Period or on the valuation date(s), as applicable, to the Barrier Level. No other levels of the Reference Asset will be taken into account unless otherwise specified in the applicable pricing

supplement. As a result, you may receive less than the Principal Amount of your notes, even if the level of the Reference Asset has increased (or, in the case of bearish notes, decreased) at certain times during the term of the notes before decreasing to a level below (or, in the case of bearish notes, increasing to a level above) the Initial Price (or Buffer Level, as applicable) and, if applicable, below (or, in the case of bearish notes, above) the Barrier Level as of the relevant dates.

If a Barrier is Applicable to Your Notes, Any Benefit Provided by the Barrier May Terminate during Any Trading Day in the Applicable Monitoring Period or on the Valuation Date(s).

Unless otherwise specified in the applicable pricing supplement, if a Barrier is applicable to your notes and the applicable level or closing price of the Reference Asset during the Monitoring Period or on the valuation date(s), as applicable, is less than the Barrier Level, the benefit provided by the Barrier will terminate. Further, if your notes also specify that intraday monitoring is applicable, the benefit provided by the Barrier will terminate if the level of the Reference Asset at any time during a trading day in the Monitoring Period or on the valuation date(s), as applicable, is less than the Barrier Level. If such a Barrier Event occurs, you will be fully exposed to any depreciation in the Final Price of the Reference Asset relative to its Initial Price. As a result, you may receive less than the Principal Amount of your notes even if the level of the Reference Asset increases above (or, in the case of bearish notes, decreases below) the Barrier Level or Initial Price at other times during the term of the notes.

We Will Not Hold Any Asset Comprising the Reference Asset for Your Benefit.

The indenture and the terms governing your notes contain neither any obligation on us, any agent or any of our or their respective affiliates to hedge nor any restriction on such parties' ability to sell, pledge or otherwise convey all or any portion of the securities that may comprise the Reference Asset that such parties may acquire. There can be no assurance that any hedging transaction we, any agents or any of our or their respective affiliates may undertake with respect to our exposure under the notes will be successful or will be maintained over the term of the notes. None of us, the agents nor any of our or their respective affiliates will pledge or otherwise hold any assets for your benefit, including any Reference Asset or the Reference Asset Constituents. Consequently, in the event of bankruptcy, insolvency or liquidation, any of those assets owned will be subject to the claims of creditors generally and will not be available for your benefit specifically.

You Must Rely on Your Own Evaluation of the Merits of an Investment Linked to the Reference Asset.

In the ordinary y or completeness of forward-looking statements contained in this report. The forward-looking statements are made as of the date of this report, and will not be revised or updated to reflect actual results or changes in the Sponsor s expectations or predictions.

Trust Overview

The CurrencyShares® British Pound Sterling Trust (the Trust) is a grantor trust that was formed on June 8, 2006. The Trust issues shares (the Shares) in blocks of 50,000 (a Basket) in exchange for deposits of British Pound Sterling and distributes British Pound Sterling in connection with the redemption of Baskets. The shares began trading on the New York Stock Exchange (NYSE) under the ticker symbol FXB on June 26, 2006. The primary listing of the Shares was transferred to NYSE Arca on October 30, 2007.

The Trust is a passive investment vehicle. The Trust does not have any officers, directors or employees. The investment objective of the Trust is for the Shares to reflect the price of the British Pound Sterling plus accrued interest, if any, less the expenses of the Trust s operations. The Trust does not engage in any activities designed to obtain profit from, or ameliorate losses caused by, changes in the price of the British Pound Sterling.

Definition of Net Asset Value

The Trustee calculates, and the Sponsor publishes, the Trust s Net Asset Value (NAV) each business day. To calculate the NAV, the Trustee adds to the amount of British Pounds Sterling in the Trust at the end of the preceding day accrued but unpaid interest, if any, British Pounds Sterling receivable under pending purchase orders and the value of other Trust assets, and subtracts the accrued but unpaid Sponsor s fee, British Pounds Sterling payable under pending redemption orders and other Trust expenses and liabilities, if any. Prior to November 13, 2008, the NAV was expressed in U.S. Dollars (USD) based on the Noon Buying Rate, which is the British Pound Sterling/USD exchange rate as determined by the Federal Reserve Bank of New York at 12:00 PM (New York time). As of November 13, 2008, the NAV is expressed in USD based on the British Pound Sterling/USD exchange rate as determined by The WM Company, at 4:00 PM (London fixing) (the Closing Spot Rate) on each day that NYSE Arca is open for regular trading. If, on a particular evaluation day, the Closing Spot Rate has not been determined and announced by 6:00 PM (London time), then the most recent Closing Spot Rate is used to determine the NAV of the Trust unless the Trustee, in consultation with the Sponsor, determines that such price is inappropriate to use as the basis for the valuation.

The Trustee also determines the NAV per Share, which equals the NAV of the Trust, divided by the number of outstanding Shares. The NAV of the Trust and the NAV per Share are published by the Sponsor on each day that NYSE Arca is open for regular trading and are posted on the Trust s website, www.currencyshares.com.

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Movements in the Price of British Pound Sterling

The investment objective of the Trust is for the Shares to reflect the price of the British Pound Sterling plus accrued interest, less the expenses of the Trust s operations. The Shares are intended to provide institutional and retail investors with a simple, cost-effective means of gaining investment benefits similar to those of holding British Pounds Sterling. Each outstanding Share represents a proportional interest in the British Pounds Sterling held by the Trust. The following chart provides recent trends on the price of the British Pound Sterling. The chart illustrates movements in the price of British Pound Sterling in USD and is based on the Noon Buying Rate (prior to November 13, 2008) and the Closing Spot Rate (as of and after November 13, 2008).

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NAV per Share; Valuation of British Pound Sterling

The following chart illustrates the movement in the price of the Shares based on (1) NAV per Share, (2) the bid and ask midpoint offered on NYSE Arca and (3) the Noon Buying Rate (prior to November 13, 2008) and the Closing Spot Rate (as of and after November 13, 2008), expressed as a multiple of 100 British Pounds Sterling:

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Liquidity

The Sponsor is not aware of any trends, demands, conditions or events that are reasonably likely to result in material changes to the Trust s liquidity needs. The Trust s Depository, JPMorgan Chase Bank, N.A., London Branch, maintains two deposit accounts for the Trust, a primary deposit account that is expected to earn interest and a secondary deposit account which does not earn interest. Interest on the primary deposit account, if any, accrues daily and is paid monthly. The interest rate in effect as of January 31, 2013 was an annual nominal rate of 0.04%. The following chart provides the daily rate paid by the Depository since the Shares began trading:

In exchange for a fee, the Sponsor bears most of the expense incurred by the Trust. As a result, the only ordinary expense of the Trust during the periods covered by this report was the Sponsor s fee. Each month the Depository deposits into the secondary deposit account accrued but unpaid interest, if any, and the Trustee withdraws British Pounds Sterling from the secondary deposit account to pay the accrued Sponsor s fee for the previous month plus other Trust expenses, if any. When the interest deposited, if any, exceeds the sum of the Sponsor s fee for the prior month plus other Trust expenses, if any, the Trustee converts the excess into USD at a prevailing market rate and distributes the USD as promptly as practicable to Shareholders on a pro-rata basis (in accordance with the number of Shares that they own). The Trust did not make any distributions during the quarter ended January 31, 2013.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Sponsor s management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period covered by this report.

In addition to the description below, please refer to Note 2 to the consolidated financial statements for further discussion of our accounting policies.

The functional currency of the Trust is the British Pound Sterling in accordance with ASC 830, Foreign Currency Translation.

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Results of Operations

As of October 31, 2012, the number of British Pounds Sterling owned by the Trust was 44,542,000, resulting in a redeemable capital share value of $71,738,811. During the three months ended January 31, 2013, an additional 150,000 Shares were created in exchange for 14,832,791 British Pounds Sterling, and 150,000 Shares were redeemed in exchange for 14,834,361 British Pounds Sterling. In addition, 37,227 British Pounds Sterling were withdrawn to pay the portion of sponsor fee that exceeded interest earned. As of January 31, 2013, the number of British Pounds Sterling owned by the Trust was 44,503,203, resulting in a redeemable capital Share value of $70,537,201.

A decrease in the Trust s redeemable capital Share value from $71,738,811 at October 31, 2012 to $70,537,201 at January 31, 2013, was primarily the result of a decrease in the Closing Spot Rate from 1.6111 at October 31, 2012 to 1.5854 at January 31, 2013.

Interest income decreased from $36,779 for the three months ended January 31, 2012 to $9,200 for the three months ended January 31, 2013, attributable primarily to a decrease in the weighted-average British Pounds Sterling in the Trust coupled with decrease in the annual nominal interest rate paid by the Depository, as set forth in the chart above.

The Sponsor s fee accrues daily at an annual nominal rate of 0.40% of the British Pounds Sterling in the Trust. Due primarily to a decrease in the weighted-average British Pounds Sterling in the Trust, the Sponsor s fee decreased from $97,138 for the three months ended January 31, 2012 to $68,935 for the three months ended January 31, 2013. The only expense of the Trust during the three months ended January 31, 2012 was the Sponsor s fee.

The Trust s net loss for the three months ended January 31, 2013 was $59,735 due to the Sponsor s fee of $68,935 exceeding interest income of $9,200.

Cash dividends were not paid by the Trust during the three months ended January 31, 2012 and the three months ended January 31, 2013 as the Trust s interest income did not exceed the Trust s expenses during those periods.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Except as described above with respect to fluctuations in the USD/British Pound Sterling exchange rate and changes in the nominal annual interest rate paid by the Depository on British Pounds Sterling held by the Trust, the Trust is not subject to market risk. The Trust does not hold securities and does not invest in derivative products.

Item 4. Controls and Procedures

The Trust maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) designed to ensure that material information relating to the Trust is recorded, processed and disclosed on a timely basis. The Trust s disclosure controls and procedures are designed by or under the supervision of the Sponsor s chief executive officer and chief financial officer, who exercise oversight over the Trust as the Trust has no officers. The chief executive officer and chief financial officer of the Sponsor have evaluated the effectiveness of the Trust s disclosure controls and procedures as of January 31, 2013. Based on that evaluation, the chief executive officer and chief financial officer of the Sponsor have concluded that the disclosure controls and procedures of the Trust were effective as of the end of the period covered by this report.

There were no changes in the Trust s internal control over financial reporting that occurred during the Trust s last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Trust s internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the Risk Factors section of the Trust s Annual Report on Form 10-K filed with the Securities and Exchange Commission on January 14, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) None.

(b) Not applicable.
(c) During the quarter ended January 31, 2013, 3 Baskets (150,000 Shares registered pursuant to Section 12 of the Securities Exchange Act of 1934) was redeemed by the Trust, as follows:

Period		Total Number of Registered Shares Redeemed	Average Price Per Share
11/01/2012	11/30/2012		$
12/01/2012	12/31/2012	50,000	$ 159.42
01/01/2013	01/31/2013	100,000	$ 158.38

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

None.

Item 5. Other Information

None.

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Item 6. Exhibits

Exhibit No.	Description
31.1	Certification by Principal Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Principal Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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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.

CURRENCYSHARES®

BRITISH POUND STERLING TRUST

By Guggenheim Specialized Products, LLC

Sponsor of the CurrencyShares®

British Pound Sterling Trust

Date: March 8, 2013

By: /s/ JOSEPH ARRUDA
Joseph Arruda
Chief Financial Officer
(principal financial officer)

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