

THOMSON REUTERS CORP /CAN/
Form SC 13D/A
July 16, 2008

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...14.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

THOMSON REUTERS CORPORATION
THOMSON REUTERS PLC
(Name of Issuer)
COMMON SHARES OF THOMSON REUTERS CORPORATION
(Title of Class of Securities)
884903 10 5
(CUSIP Number)
Deborah Alexander, Esq.
Executive Vice President
General Counsel and Secretary
The Bank of Nova Scotia
Scotia Plaza
44 King Street West
Toronto, ON M5H 1H1
+1 416 866 6967
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
July 7, 2008
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

THE BANK OF NOVA SCOTIA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

- (a)
- (b) Joint Filing

SEC USE ONLY

3

SOURCE OF FUNDS*

4

NOT APPLICABLE

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CANADA

SOLE VOTING POWER

7

NUMBER OF 1,372,448

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,372,448

WITH SHARED DISPOSITIVE POWER

10

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,372,448

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

The number of shares in row (11) excludes the 450,608,870 Common Shares owned by The Woodbridge Company Limited referred to in the Explanatory Note, with respect to which the Bank is disclaiming beneficial ownership as well as additional Common Shares held by the Trust Company.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.2%

TYPE OF REPORTING PERSON*

14

BK

NAMES OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

THE BANK OF NOVA SCOTIA TRUST COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

- (a)
- (b) Joint Filing

SEC USE ONLY

3

SOURCE OF FUNDS*

4

NOT APPLICABLE

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CANADA

SOLE VOTING POWER

7

NUMBER OF 409,150

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 409,150

WITH SHARED DISPOSITIVE POWER
10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

409,150

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12
The number of shares in row (11) excludes the 450,608,870 Common Shares owned by The Woodbridge Company Limited referred to in the Explanatory Note, with respect to which the Trust Company is disclaiming beneficial ownership as well as additional Common Shares held by the Bank.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON*

OO

Explanatory Note

The Common Shares (the Common Shares) of Thomson Reuters Corporation (the Company) that are the subject matter of this Schedule 13D include the 450,608,870 Common Shares that are the subject matter of a Schedule 13D (the Woodbridge 13D) filed on April 17, 2008 by The Woodbridge Company Limited (Woodbridge), which beneficially owns those 450,608,870 Common Shares.

On April 17, 2008, The Thomson Corporation, renamed as Thomson Reuters Corporation, completed its acquisition of Reuters Group PLC (Reuters) by implementing a dual listed company (DLC) structure (the Transaction). Thomson Reuters, the unified group operating under the DLC structure, has two parent companies, both of which are publicly listed Thomson Reuters Corporation, an Ontario corporation, and Thomson Reuters PLC, a new UK company in which Reuters shareholders received shares as part of their consideration in the Transaction. Thomson Reuters Corporation and Thomson Reuters PLC operate as a unified group pursuant to contractual arrangements and provisions in their organizational documents. Under the DLC structure, shareholders of Thomson Reuters Corporation and Thomson Reuters PLC both have a stake in Thomson Reuters, with cash dividend, capital distribution and voting rights that are comparable to the rights they would have if they were holding shares in one company carrying on the Thomson Reuters business.

Under the DLC structure, holders of Common Shares and ordinary shares (Ordinary Shares) of Thomson Reuters PLC ordinarily vote together as a single decision-making body, including in the election of directors, and in that sense have voting interests in Thomson Reuters. Based on the issued share capital of Thomson Reuters Corporation and Thomson Reuters PLC as of April 17, 2008, Woodbridge has a voting interest in Thomson Reuters of approximately 53% and thus is the principal and controlling shareholder of Thomson Reuters.

Woodbridge, a private company, is the primary investment vehicle for members of the family of the late Roy H. Thomson, the first Lord Thomson of Fleet. Prior to his death in 2006, Kenneth R. Thomson controlled the Company through Woodbridge. He did so by holding shares of a holding company of Woodbridge, Thomson Investments Limited. Under his estate arrangements, the 2003 TIL Settlement, a trust of which The Bank of Nova Scotia Trust Company (the Trust Company) is trustee and members of the family of the late first Lord Thomson of Fleet are beneficiaries, holds those holding company shares. Kenneth R. Thomson established these arrangements to provide for long-term stability of the business of Woodbridge. The equity of Woodbridge continues to be owned by members of successive generations of the family of the first Lord Thomson of Fleet. Under the Kenneth R. Thomson estate arrangements, the directors and officers of Woodbridge are responsible for its business and operations. In certain limited circumstances, including very substantial dispositions of Common Shares by Woodbridge, the estate arrangements provide for approval of the Trust Company, as trustee, to be obtained. This Schedule 13D is being filed as the Transaction has been completed. There has been no change in the Thomson family's beneficial ownership of the Common Shares. This Schedule 13D amends and restates the Schedule 13D filed by the Trust Company and The Bank of Nova Scotia (the Bank) on May 12, 2008 relating to Thomson Reuters Corporation.

The filing of this Schedule 13D by the Trust Company and the Bank should not be construed as an admission that either the Trust Company or the Bank is, for purposes of section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), the beneficial owner of the 450,608,870 Common Shares included in this Schedule 13D.

The Trust Company became Trustee in the ordinary course of its corporate trust business and not with any purpose or effect of changing control of the Company. As non-U.S. financial institutions, however, the Bank and the Trust Company do not qualify under the SEC's rules to make this filing on the short-form Schedule 13G, as a similarly situated U.S. institution would have done, and so the filing is being made on Schedule 13D.

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the Common Shares of Thomson Reuters Corporation. The principal executive office of Thomson Reuters is located at 3 Times Square in New York, New York.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D is being filed by the Bank and the Bank's subsidiary, the Trust Company, 44 King Street West Toronto, ON M5H 1H1. The Bank and the Trust Company are filing this Schedule 13D because the Trust Company is trustee of a trust which forms part of the estate arrangements of Kenneth R. Thomson.

For further explanation of the background of the arrangements relating to Woodbridge's ownership of the Common Shares, see the Explanatory Note above.

The following table sets forth certain information as to the executive officers and directors of the Bank and the Trust Company.

| Name | Present Position with the Bank or the Trust Company | Citizenship |
|-----------------------|---|-------------|
| Bank Directors | | |
| Ronald A. Brenneman | Director | Canada |
| C.J. Chen | Director | Singapore |
| N. Ashleigh Everett | Director | Canada |
| John C. Kerr | Director | Canada |
| Michael J.L. Kirby | Director | Canada |
| Laurent Lemaire | Director | Canada |
| John T. Mayberry | Director | Canada |

| Name | Present Position with the Bank or the Trust Company | Citizenship |
|------------------------------|---|------------------|
| Thomas C. O Neill | Director | Canada |
| Elizabeth Parr-Johnston | Director | Canada |
| Alexis E. Rovzar de la Torre | Director | Mexico |
| Indira V. Samarasekera | Director | Canada |
| Arthur R.A. Scace | Chairman, Director | Canada |
| Allan C. Shaw | Director | Canada |
| Paul D. Sobey | Director | Canada |
| Barbara S. Thomas | Director | United States |
| Bank Officers | | |
| Richard E. Waugh | President, CEO, Director | Canada |
| Sarabjit S. Marwah | Vice-Chair, CAO | Canada |
| Robert L. Brooks | Vice-Chair | Canada, Ireland |
| Deborah M. Alexander | EVP, General Counsel & Secretary | Canada |
| Alberta G. Cefis | EVP & Group Head, Global Transaction Banking | Canada |
| Robert H. Pitfield | EVP, International Banking | Canada |
| Sylvia D. Chrominska | EVP, HR & Public, Corporate & Government Affairs | Canada |
| Brian J. Porter | EVP & Chief Risk Officer | Canada |
| Kimberlee B. McKenzie | EVP, Information Technology & Solutions | Canada |
| Dieter W. Jentsch | EVP, Domestic Commercial Banking | Canada |
| Anatol von Hahn | EVP, Latin America | Canada and Chile |

| Name | Present Position with the Bank or the Trust Company | Citizenship |
|----------------------------|---|-----------------|
| Wendy G. Hannam | EVP, Domestic Personal Banking & Distribution | Canada |
| Timothy P. Hayward | EVP & CAO, International Banking | Canada |
| Robin S. Hibberd | EVP, Domestic Personal Lending & Insurance | Canada |
| Barbara F. Mason | EVP, Wealth Management | Canada |
| Christopher J. Hodgson | EVP, Head of Domestic Personal Banking | Canada |
| Luc A. Vanneste | EVP & CFO | Canada |
| Jeffrey C. Heath | EVP, Group Treasurer | Canada |
| TRUST COMPANY | | |
| John Douglas Thompson | Director | Canada |
| Pierre Jean Jeannot | Director | Canada |
| J. Guy Bisaillon | Director | Canada |
| James I. McPhedran | Director, President & CEO | Canada |
| Robert Leslie Brooks | Director, Chairman | Canada, Ireland |
| Stephen M. Morson | Director | Canada |
| Maria Theofilaktidis | Director | Canada |
| Anne Marie O Donovan | Chief Internal Auditor | Canada |
| M. Anthony Lalonde | Chief Compliance Officer | Canada |
| Norman Kenneth John Graham | SVP, Securities Operations | Canada |
| John Pick | Treasurer & CFO | Canada |

| Name | Present Position with the Bank or the Trust Company | Citizenship |
|-------------------|---|-------------|
| Julie Walsh | Secretary | Canada |
| Natalie P. Arruda | Assistant Secretary | Canada |

The business address for the Executive Officers of the Bank and the Trust Company is: 44 King St. West, Toronto, Ontario, Canada M5H 1H1.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

See Item 2 and the Explanatory Note above.

ITEM 4. PURPOSE OF TRANSACTION.

See Item 2 and the Explanatory Note above.

Neither the Bank nor the Trust Company has any current plans or proposals that relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
 - (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
 - (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
 - (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
 - (e) any material change in the present capitalization or dividend policy of the Company;
 - (f) any other material change in the Company's business or corporate structure;
 - (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;
 - (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
-

(i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or

(j) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) The ownership percentages set forth herein are based on the 642,283,714 Common Shares outstanding as of May 28, 2008, as indicated in the prospectus supplement filed by Thomson Reuters Corporation on June 19, 2008 respecting an issue of 5.25% Notes due 2011 and 5.7% Notes due 2011. As described in the Explanatory Note above, the Bank and the Trust Company disclaim beneficial ownership of the 450,608,870 Common Shares beneficially owned by Woodbridge, which represent an economic and voting interest in Thomson Reuters of approximately 54% based on the sum of 642,283,714 common shares of Thomson Reuters Corporation and 186,282,935 ordinary shares of Thomson Reuters PLC outstanding as of May 28, 2008.. However, as described under Item 2 and in the Explanatory Note above, the Trust Company is the trustee of a trust that forms part of the estate arrangements of Kenneth R. Thomson and on that basis the Bank and the Trust Company may be said to have shared voting and dispositive power with Woodbridge with respect to such Common Shares for purposes of Section 13(d) of the Exchange Act and this Schedule 13D.

In addition, the Trust Company, in its capacity as trustee or fiduciary account manager, may from time to time exercise voting power or investment power with respect to 409,150 Common Shares (0.064%) held for unrelated persons. The Bank and the Trust Company also disclaim beneficial ownership with respect to such Common Shares.

In addition, the Bank holds 150,000 Common Shares (0.023%) which were acquired on a proprietary basis in the ordinary course of the Bank's activities.

In addition, the Bank holds 1,054,948 Common Shares (0.164%) as a hedge for total return swaps, entered into in the ordinary course of its Global Capital Markets activities.

In addition, the Bank's indirect, wholly-owned subsidiary Scotia Capital Inc., a Canadian registered broker/dealer, also holds 4,400 Common Shares which were purchased on a proprietary basis in the ordinary course of Scotia Capital Inc.'s trading activities.

In addition, the Bank is the beneficial owner of 163,100 Common Shares (0.025%) in managed accounts that had been invested on behalf of the Bank by its portfolio management subsidiary, Scotia Cassels Investment Counsel Limited.

To the knowledge of the Bank and the Trust Company, neither the Bank nor the Trust Company, nor any executive officer or director of the Bank or the Trust Company, has been convicted during the last five years in any criminal proceeding (excluding traffic violations or similar misdemeanors). Further, to the knowledge of the Bank and the Trust Company, neither the Bank nor the Trust Company, nor any executive officer or director of the Bank or the Trust Company, has been a party during the last five years to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violation of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws, or finding any violation with respect to such laws.

- (c) The Bank and the Trust Company and their respective subsidiaries have not effected any transactions in the Common Shares during the past 60 days except for the purchases and sales set forth in the attached Exhibit 2. All of such purchases were effected by the Bank's dealer subsidiary in the normal course of its trading business or by the Trust Company in the normal course of adjusting estate and trust portfolios or by the Bank's Global Capital Markets business unit to hedge total return swaps, entered into in the ordinary course of its activities, on the Toronto Stock Exchange/New York Stock Exchange.
- (d) Except as indicated in Item 2, no person is known to the Bank or the Trust Company to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, any such Common Shares.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Bank's indirect, wholly-owned subsidiary Scotia Capital Inc, a Canadian registered broker/dealer, also has a short-position of 354,100 Common Shares which were sold on a proprietary basis in the ordinary course of Scotia Capital Inc.'s trading activities.

ITEM 7. EXHIBITS

- (1) Joint filing agreement between the Bank and the Trust Company.
 - (2) Trading by the Bank and the Trust Company in the last 60 days.
-

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: July ____, 2008

THE BANK OF NOVA SCOTIA

By:

Name: Deborah Alexander

Title: Executive Vice President, General
Counsel and Secretary

THE BANK OF NOVA SCOTIA TRUST
COMPANY

By:

Name: Gerald W. Owen

Title: Managing Director Estates and
Trusts