

27 December 2013

BBVA GLOBAL MARKETS, B.V.

(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)

(as "**Issuer**")

Issue of EUR 4,400,000 Index Linked Notes due 2021 (the "**Notes**")

under the €2,000,000,000

Structured Medium Term Note Programme

guaranteed by

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

(incorporated with limited liability in Spain)

(as "**Guarantor**")

These Notes are not intended for, and are not to be offered to, the public in any jurisdiction of the EEA

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the "**Conditions**") set forth in the Base Prospectus dated 9th July, 2013 and the supplement to it dated 1 November 2013 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the websites of the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or under any state securities laws, and the Notes may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person. Furthermore, the Notes do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the U.S. Commodity Exchange Act, as amended (the "**CEA**"), and trading in the Notes has not been approved by the U.S. Commodity Futures Trading Commission (the "**CFTC**") pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the Notes. For a description of the restrictions on offers and sales of the Notes, see "*Subscription and Sale*" in the Base Prospectus.

As used herein, "**U.S. person**" includes any "**U.S. person**" or person that is not a "**non-United States person**" as either such term may be defined in Regulation S or in regulations adopted under the CEA.

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| 1. | (a) | Issuer: | BBVA Global Markets, B.V. |
| | (b) | Guarantor: | Banco Bilbao Vizcaya Argentaria, S.A. |
| | (c) | Principal Paying Agent: | Deutsche Bank AG, London Branch |
| | (d) | Registrar: | Not applicable |
| | (e) | Transfer Agent: | Not applicable |
| | (f) | Calculation Agent: | Banco Bilbao Vizcaya Argentaria, S.A. |
| 2. | (a) | Series Number: | 85 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes will be consolidated and form a single Series: | Not applicable |
| | (d) | Applicable Annex(es): | Annex 1: Payout Conditions
Annex 2: Index Linked Conditions |
| 3. | | Specified Notes Currency: | Euro (“EUR”) |
| 4. | | Aggregate Nominal Amount: | |
| | (a) | Series: | EUR 4,400,000 |
| | (b) | Tranche: | EUR 4,400,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof, up to and including EUR 199,000 |
| | (b) | Minimum Tradable Amount: | Not applicable |
| | (c) | Calculation Amount: | EUR 1,000 |
| 7. | (a) | Issue Date: | 27 December 2013 |
| | (b) | Interest Commencement Date: | Not applicable |
| 8. | | Maturity Date: | 27 December 2021 or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day |
| 9. | | Interest Basis: | Fixed Rate |
| 10. | | Redemption basis: | Index Linked Redemption |
| 11. | | Reference Item(s): | The following Reference Item will apply for Redemption |

determination purposes:

Eurostoxx 50 (see paragraph 33 below)

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|-----|----------------------|----------------|
| 12. | Put/Call Options: | Not applicable |
| 13. | Exchange Rate: | Not applicable |
| 14. | Status of the Notes: | Senior |
| 15. | Knock-in Event: | Not applicable |
| 16. | Knock-out Event: | Not applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | Interest: | Applicable |
| | (i) Interest Period(s): | Not applicable |
| | (ii) Interest Period End Date(s): | Not applicable |
| | (iii) Business Day Convention for Interest Period End Date(s): | Not applicable |
| | (iv) Interest Payment Date: | 27 December 2021 |
| | (v) Business Day Convention for Interest Payment Date: | Modified Following Business Day Convention |
| | (vi) Margin(s): | Not applicable |
| | (vii) Minimum Rate of Interest: | Not applicable |
| | (viii) Maximum Rate of Interest: | Not applicable |
| | (ix) Day Count Fraction: | 1 |
| | (x) Determination Date(s): | Not applicable |
| | (xi) Rate of Interest: | In respect of the Interest Payment Date, the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

Fixed Rate |
| 18. | Fixed Rate Note Provisions: | Applicable, in respect of the Interest Payment Date. |
| | (i) Rate(s) of Interest: | Not applicable |
| | (ii) Fixed Coupon Amount(s): | EUR 273 per Calculation Amount |
| | (iii) Broken Amount(s): | Not applicable |
| 19. | Floating Rate Note Provisions: | Not applicable |
| 20. | Zero Coupon Note Provisions: | Not applicable |

21.	Index Linked Interest Provisions	Not applicable
22.	Equity Linked Interest Provisions:	Not applicable
23.	Inflation Linked Interest Provisions:	Not applicable
24.	Fund Linked Interest Provisions:	Not applicable
25.	Foreign Exchange (FX) Rate Linked Interest Provisions	Not applicable
26.	Reference Rate Linked Interest/Redemption	Not applicable
27.	Combination Note Interest:	Not applicable

PROVISIONS RELATING TO REDEMPTION

28. **Final Redemption:** Calculation Amount * Final Payout

29. **Final Payout:** **Redemption (ix) - Digital Barrier**

(A) If Barrier Condition is satisfied in respect of the Redemption Valuation Date:

100%; or

(B) Otherwise:

100% - 200% * (50% - FR Value)

Where:

"Barrier Condition" means, in respect of the Redemption Valuation Date, that the Barrier Value on such Redemption Valuation Date, as determined by the Calculation Agent, is equal to or greater than 50 per cent

"Barrier Value" means, in respect of the Redemption Valuation Date, the RI Value

"FR Value" means, in respect of the Redemption Valuation Date, the RI Value

"RI Value" means, in respect of the Reference Item and the Redemption Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such Redemption Valuation Date, divided by (ii) the Initial Closing Price.

"ST Valuation Date" means the Redemption Valuation Date and Strike Date.

30. **Automatic Early Redemption:** Not applicable

31. Issuer Call Option:	Not applicable
32. Noteholder Put:	Not applicable
33. Index Linked Redemption:	Applicable
(i) Index/Basket of Indices:	Eurostoxx 50 Composite
(ii) Index Currency:	EUR
(iii) Exchange(s) and Index Sponsor:	(a) the relevant Exchanges are the stock exchanges on which securities comprising the Index are principally traded, as determined by the Calculation Agent; and (b) the relevant Index Sponsor is Stoxx Limited
(iv) Related Exchange:	All Exchanges
(v) Screen Page:	Bloomberg Code: [SX5E] <Index>
(vi) Strike Date:	27 December 2013
(vii) Strike Period:	Not applicable
(viii) Averaging:	Averaging does not apply to the Notes.
(ix) Redemption Valuation Date(s):	21 December 2021
(x) Redemption Valuation Time:	Scheduled Closing Time
(xi) Observation Date(s):	Not applicable
(xii) Observation Period:	Not applicable
(xiii) Exchange Business Day:	Single Index Basis
(xiv) Scheduled Trading Day:	Single Index Basis
(xv) Index Correction Period:	As set out in the Index Linked Conditions
(xvi) Disrupted Day:	As set out in the Index Linked Conditions
(xvii) Index Adjustment Event:	As set out in Index Linked Conditions Delayed Redemption on Occurrence of Index Adjustment Event: Not applicable
(xviii) Additional Disruption Event:	The following Additional Disruption Events apply to the

Notes:

Change in Law

The Trade Date is 11 October 2013

Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable

(xix) Market Disruption:

Specified Maximum Days of Disruption will be equal to three

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| 34. Equity Linked Redemption | Not applicable |
| 35. Inflation Linked Redemption: | Not applicable |
| 36. Fund linked Redemption: | Not applicable |
| 37. Credit Linked Redemption: | Not applicable |
| 38. Foreign Exchange (FX) Rate Linked Redemption: | Not applicable |
| 39. Combination Note Redemption: | Not applicable |
| 40. Provisions applicable to Physical Delivery: | Not applicable |
| 41. Variation of Settlement: | The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 4(b)(i)(F)(2) |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 42. Form of Notes: | Bearer Notes:

Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in the permanent Global Note |
| 43. New Global Note: | No |
| 44. Additional Financial Centre(s): | Not applicable |
| 45. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 46. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and, if different from those specified in the Temporary Global Note: | Not applicable |
| 47. Details relating to Notes redeemable in | Not applicable |

instalments: amount of each instalment, date on which each payment is to be made:

48. Redenomination, renominatisation and reconventioning provisions:

The provisions in General Condition 8 apply

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

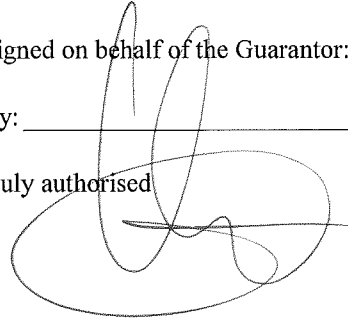
By: Christian Mortensen

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is highly cursive and loops around the line.

PART B – OTHER INFORMATION

- 1 Listing and Admission to trading** Irish Stock Exchange's Official List
- Application has been made for the Notes to be admitted to trading on Irish Stock Exchange's Regulated Market with effect from the Issue Date
- 2 Ratings**
- Ratings: The Notes have not been rated. The rating of the Guarantor is:
- S&P: BBB-
- Moody's: Baa3
- Fitch: BBB+
- Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).
- S&P and Moody's are not established in the European Union and are not registered in accordance with Regulation (EC) No. 1060/2009 (as amended).
- 3 Interests of Natural and Legal Persons Involved in the Issue**
- A fee has been paid by the Dealer to a third party distributor. For specific and detailed information on the nature and quantity of such fee, the investor should contact the distributor of the Notes.
- 4 Operational Information**
- (i) ISIN Code: XS0983126417
- (ii) Common Code: 098312641
- (iii) CUSIP: Not applicable
- (iv) Valoren Code: Not applicable
- (v) Other Code(s): Not applicable
- (vi) Any clearing system(s) other than Euroclear Bank S.A./N.V, Clearstream Banking, société anonyme and the Depository Trust Company approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): Not applicable
- (vii) Delivery: Delivery against payment

(viii) Additional Paying Agent(s) (if any): Not applicable

(ix) Intended to be held in a manner which would allow Eurosystem eligibility No

5 DISTRIBUTION

5.1 Method of distribution: Non-syndicated

5.2 (i) If syndicated, names of Managers: Not applicable

(ii) Date of Subscription Agreement: Not applicable

(iii) Stabilising Manager(s) (if any): Not applicable

5.3 If non-syndicated, name of relevant Dealer: Banco Bilbao Vizcaya Argentaria, S.A.

5.4 U.S. Selling Restrictions: The Notes are only for offer and sale outside the United States in offshore transactions to non-U.S. persons in reliance on Regulation S under the Securities Act and may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person.

Each initial purchaser of the Notes and each subsequent purchaser or transferee of the Notes shall be deemed to have agreed with the issuer or the seller of such Securities that (i) it will not at any time offer, sell, resell or deliver, directly or indirectly, such Securities so purchased in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person and (ii) it is not purchasing any Securities for the account or benefit of any U.S. person.

5.5 U.S. "Original Issue Discount" Legend: Not applicable

5.6 Non-exempt Offer: Not applicable

(i) General Consent: Not applicable

(ii) Other conditions to consent Not applicable

6 Index Disclaimer

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The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer(s) will be made by the Dealer(s) or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Notes by the Dealer(s) or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.

Financial intermediaries seeking to rely on the Base Prospectus and any Final Terms to resell or place Notes as permitted by article 3.2 of the 2010 PD Amending Directive must obtain prior written consent from the Issuer and the Guarantor; nothing herein is to be understood as a waiver of such requirement for prior written consent.