

**PLEASE READ THE RISK FACTORS IN THE BASE PROSPECTUS CAREFULLY**

**EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN FINANCIAL AND LEGAL ADVISORS ABOUT THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE NOTES AND THE SUITABILITY OF AN INVESTMENT IN THE NOTES IN THE LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES**

**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")

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

*(incorporated with limited liability in Spain)*

(as "Guarantor")

**Issue of EUR 3,000,000 Fixed Rate Index Linked Notes due 2020 (the "Notes")**

**under the €3,000,000,000 Structured Medium Term Note Programme**

**guaranteed by Banco Bilbao Vizcaya Argentaria, S.A.**

(the "Programme")

*Final Terms dated 27 December 2012*

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer, the Guarantor or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. None of the Issuer, the Guarantor or any Dealer has authorised, or authorises, the making of any offer of Notes in any other circumstances.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") which include the General Conditions (the "**General Conditions**") set forth under the sections entitled "Terms and Conditions of the Notes" and "Annex 1- Additional Terms and Conditions for Index Linked Notes" in the Base Prospectus dated 22 June 2012 which constitutes a base prospectus for the purposes of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**"), including the amendments made by Directive 2010/73/EU (the "**2010 PD Amending Directive**") to the extent such amendments have been implemented in a Member State of the European Economic Area. 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 such 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, these Final Terms (in each case, together with any documents incorporated therein by reference) are available for viewing at, and copies may be obtained from, Deutsche Bank AG, London Branch of Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom (in its capacity as Principal Paying Agent). The Base Prospectus and these Final Terms will also be available on the Irish Stock Exchange website [www.ise.ie](http://www.ise.ie) and the Central Bank of Ireland website [www.centralbank.ie](http://www.centralbank.ie).

### Non-reliance

The purchaser is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer, the Guarantor or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer, the Guarantor or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.

### Assessment and Understanding

The purchaser is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.

### Status of Parties

None of the Issuer, the Guarantor and any Dealer is acting as fiduciary for or adviser to it in respect of the investment in the Notes.

- |    |       |                           |                                       |
|----|-------|---------------------------|---------------------------------------|
| 1. | (i)   | Issuer:                   | BBVA Global Markets B.V.              |
|    | (ii)  | Guarantor:                | Banco Bilbao Vizcaya Argentaria, S.A. |
|    | (iii) | Principal Paying Agent:   | Deutsche Bank AG, London Branch       |
|    | (iv)  | Registrar:                | Not applicable                        |
|    | (v)   | Transfer Agent:           | Not applicable                        |
| 2. | (i)   | Series Number:            | 49                                    |
|    | (ii)  | Tranche Number:           | 1                                     |
| 3. | 3.1   | Specified Notes Currency: | Euro (" <b>EUR</b> ")                 |
|    | 3.2   | Currency Adjustment:      | Not applicable                        |
| 4. |       | Aggregate Nominal Amount: |                                       |
|    | (i)   | Series:                   | EUR 3,000,000                         |

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|------|---|--|
| (ii) | Tranche:  | EUR 3,000,000  |
| 5.   | Issue Price of Tranche:                               | 100 per cent. of the Aggregate Nominal Amount  |
| 6.   | (i) Specified Denominations:                          | EUR 1,000  |
|      | (ii) Minimum Tradable Amount:                         | EUR 100,000  |
|      | (iii) Calculation Amount:                             | Not applicable   |
| 7.   | (i) Issue Date:                                       | 27 December 2012   |
|      | (ii) Interest Commencement Date:                      | Issue Date   |
| 8.   | Maturity Date:  | 28 December 2020 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.   | Form of Notes:  | Bearer   |
| 10.  | Interest Basis:                                       | Fixed Rate (further particulars specified below)   |
| 11.  | Redemption/Payment Basis:                             | Index Linked Redemption  |
| 12.  | Change of Interest Basis or Redemption/Payment Basis: | Not applicable   |
| 13.  | Put/Call Options:                                     | Not applicable   |
| 14.  | Status of the Notes:                                  | The Notes and any related Coupons and Receipts are direct, unconditional, unsecured and unsubordinated obligations of the Issuer and rank and will rank pari passu among themselves.   |
| 15.  | Listing:  | See " <i>Listing and Admission to Trading</i> " in paragraph 1 of Part B   |
| 16.  | Method of distribution:                               | Non-syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |                                    |
|-----|--|------------------------------------|
| 17. | Fixed Rate Notes:  | Applicable                         |
|     | (i) Rate of Interest:                                    | Not applicable                     |
|     | (ii) Interest Period End Date(s)                         | Not applicable                     |
|     | Business Day Convention for Interest Period End Date(s): | None                               |
|     | (iii) Interest Payment Date(s):                          | The Maturity Date                  |
|     | Business Day Convention for Interest Payment Date(s):    | Modified Following                 |
|     | (iv) Fixed Coupon Amount(s):                             | EUR 360 per Specified Denomination |
|     | (v) Broken Amount(s):                                    | Not applicable                     |
|     | (vi) Day Count Fraction:                                 | Not applicable                     |

- (vii) Determination Date(s): Not applicable
- (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Notwithstanding the provisions of Condition 3(a) the amount of interest payable in respect of each Specified Denomination on the Interest Payment Date will be an amount equal to the Fixed Coupon Amount.
18. Floating Rate Notes: Not applicable
19. Zero Coupon Notes: Not applicable
24. Noteholder Put Option: Not applicable
25. Final Redemption Amount: The Index Linked Note provisions specified in item 26 below apply
26. Index Linked Redemption Amount: Applicable
- (i) Index: Eurostoxx 50  
Composite
- (ii) Relative Performance Basket: Not applicable
- (iii) Index Currency: EUR
- (iv) Screen Page: Bloomberg Code: <SX5E> *Index*
- (v) Final Redemption Amount: The Final Redemption Amount shall be determined in accordance with the following:
- (i) If on the Redemption Valuation Date, the Settlement Price of the Index is an amount that is greater than or equal to 50% of the Initial Price, then the Final Redemption Amount of each Note shall be an amount equal to its **Specified Denomination**; or
- (ii) If on the Redemption Valuation Date, the Settlement Price of the Share is an amount that is lower than 50% of the Initial Price, then the Final Redemption Amount of each Note shall be an amount equal to the product of:
- Specified Denomination\***
- $(100\% - 200\% * [50\% - \frac{\text{Settlement Price}}{\text{Initial Price}}])$
- (vi) Provisions for determining Final Redemption Amount where calculation by reference to formula is impossible or impracticable: As set out in the Conditions
- (vii) Calculation Agent responsible for calculating the amounts due: Banco Bilbao Vizcaya Argentaria, S.A.
- (viii) Initial Price: The Relevant Price ((being the official closing price of the Index published by the Index Sponsor as is more fully described in the Index Linked Conditions) of the Index on the Strike Date as determined by the Calculation Agent in

accordance with the Index Linked Conditions

(ix) Settlement Price:	The Relevant Price (being the official closing price of the Index published by the Index Sponsor as is more fully described in the Index Linked Conditions on the Redemption Valuation Date, as determined by the Calculation Agent in accordance with the Index Linked Conditions
(x) Disrupted Day:	As set out in the Index Linked Conditions
(xi) Strike Date:	27 December 2012
(xii) Averaging:	Averaging does not apply to the Notes
(xiii) Redemption Valuation Date:	20 December 2020
(xiv) Observation Date(s):	Not applicable
(xv) Observation Period:	Not applicable
(xvi) Exchange Business Day:	Single Index Basis
(xvii) Scheduled Trading Day:	Single Index Basis
(xviii) 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
(xix) Related Exchange:	All Exchanges
(xx) Weighting:	Not applicable
(xxi) Valuation Time:	Scheduled Closing Time
(xxii) Index Correction Period:	As set out in the Index Linked Conditions
(xxiii) Additional Disruption Events:	(a) The following Additional Disruption Event applies to the Notes:  Change in Law  (b) The Trade Date is 28 November 2012  (c) Delayed Redemption on Occurrence of Additional Disruption Event Not applicable
(xxiv) Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xxv) Knock-in Event:	Not applicable
(xxvi) Knock-out Event:	Not applicable
(xxvii) Automatic Early Redemption Event:	Not applicable
(xxviii) Delayed Redemption on Occurrence of Index Adjustment Event:	Not applicable
(xxix) Other terms or special	Not applicable

conditions:

- |     |  |                |
|-----|--|----------------|
| 27. | Equity Linked Redemption Amount  | Not applicable |
| 28. | Inflation Linked Redemption Amount:  | Not applicable |
| 29. | Commodity Linked Redemption Amount:  | Not applicable |
| 30. | Fund linked Redemption Amount:   | Not applicable |
| 31. | Credit Linked Notes:   | Not applicable |
| 32. | Custom Index Linked Redemption Amount:   | Not applicable |
| 33. | Foreign Exchange (FX) Rate Linked Redemption Amount:   | Not applicable |
| 34. | Other Redemption Amount:   | Not applicable |
| 35. | Early Redemption:<br><br>Early Redemption Amount(s) (if required or if different from that set out in General Condition 5(e)): | Not applicable |
| 36. | Provisions applicable to Physical Delivery:  | Not applicable |
| 37. | Variation of Settlement:   | Not applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |  |
|-----|---|--|
| 38. | Form of Notes:  | Bearer Notes:<br><br>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 |
| 39. | New Global Note:  | No   |
| 40. | Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a):  | Not applicable   |
| 41. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):   | No   |
| 42. | 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, consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not applicable   |

- |     |   |                |
|-----|---|----------------|
| 43. | Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: | Not applicable |
| 44. | Redenomination, renominatisation and reconventioning provisions:  | Not applicable |
| 45. | Other terms or special conditions:  | Not applicable |
| 46. | Home Member State:  | Ireland        |

#### **DISTRIBUTION**

- |     |   |   |
|-----|---|---|
| 47. | (i) If syndicated, names of Managers ( <i>specifying</i> Lead Manager): | Not applicable  |
|     | (ii) Date of Subscription Agreement:                                    | Not applicable  |
|     | (iii) Stabilising Manager (if any):                                     | Not applicable  |
| 48. | If non-syndicated, name of and address Dealer:                          | Banco Bilbao Vizcaya Argentaria, S.A.<br>Vía de los Poblados s/n<br>28033 Madrid<br>Spain |
| 49. | Total commission and concession:  | There are no commissions and fees paid by the Issuer to the Dealer.                       |
| 50. | US TEFRA Restrictions:  | TEFRA D   |
| 51. | Non exempt Offer:   | Not applicable  |
| 52. | Additional selling restrictions:  | Not applicable  |
| 53. | Condition 11 applies:   | Yes   |

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the applicable transaction terms required for issue and admission to trading on the Regulated Market of the Irish Stock Exchange and listing on the Official List of the Irish Stock Exchange of the Notes described herein pursuant to BBVA Global Markets B.V. €2,000,000,000 Structured Medium Term Note Programme for the Issuance of Debt Instruments.

**RESPONSIBILITY**

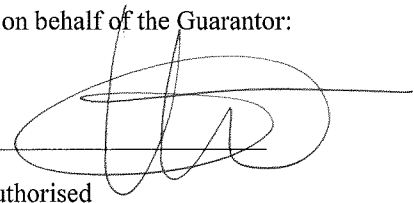
The Issuer and the Guarantor accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Christian Mathiesen

Duly authorised

Signed on behalf of the Guarantor:

By:  \_\_\_\_\_  
Duly authorised



## PART B – OTHER INFORMATION

### 1. Listing and Admission to trading

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+

S&P, Moody's and Fitch are established in the European Union and registered under Regulation (EU) No. 1060/2009 (the "CRA Regulation")

### 3. Interests of Natural and Legal Persons Involved in the Issue

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Reasons for the Offer

Reasons for the offer *See "Use of Proceeds" wording in Base Prospectus*

### 5. Performance of Index Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

The Notes are linked to the performance of the Index and the Index Linked Redemption Amount payable on the Maturity Date will be determined as set out in paragraph 26 (v).

The past and future prices, the volatility and background information about the Index can be obtained from the corresponding Bloomberg Screen Page.

The Issuer does not intend to provide post-issuance information

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## **8. Operational Information**

- |       |   |                          |
|-------|---|--------------------------|
| (i)   | ISIN Code:  | XS0861575271             |
| (ii)  | Common Code:  | 086157527                |
| (iii) | CUSIP:  | Not applicable           |
| (iv)  | 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           |
| (v)   | Delivery:   | Delivery against payment |
| (vi)  | Additional Paying Agent(s) (if any):  | Not applicable           |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility:   | No                       |