

24 April 2014

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 18,000,000 Credit Linked Notes due 2019 (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 supplements to it dated 1 November 2013, 25 February 2014 and 2 April 2014 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.

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: 101
- (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 6: Credit Linked Conditions
3. Specified Notes Currency: Euro ("EUR")
4. Aggregate Nominal Amount:
 - (a) Series: EUR 18,000,000
 - (b) Tranche: EUR 18,000,000
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. No Notes in definitive form will be issued with a denomination above EUR 199,000.
- (b) Minimum Tradable Amount: Not applicable
- (c) Calculation Amount: EUR 1,000
7. (a) Issue Date: 24 April 2014
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 26 April 2019, or if that is not a Business Day the immediately succeeding Business Day (the "Scheduled Maturity Date") or such later date for redemption determined as provided in the Credit Linked Conditions.

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| 9. | Interest Basis: | 4.15 per cent. Fixed Rate |
| 10. | Redemption basis: | Credit Linked Redemption |
| 11. | Reference Item(s): | The following Reference Item will apply:

Portugal Telecom International Finance B.V (see paragraph 37) |
| 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): | As per General Condition 4(a) |
| | (ii) Interest Period End Date(s): | 26 January, 26 April, 26 July and 26 October in each year from and including 26 July 2014 to and including the Scheduled Maturity Date |
| | (iii) Business Day Convention for Interest Period End Date(s): | Following Business Day Convention |
| | (iv) Interest Payment Date(s): | 26 January, 26 April, 26 July and 26 October in each year from and including 26 July 2014 (long first coupon) to and including the Scheduled Maturity Date |
| | (v) Business Day Convention for Interest Payment Date(s): | 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: | 30/360 |
| | (x) Determination Date(s): | Not applicable |
| | (xi) Rate of Interest: | In respect of each Interest Payment Date the Rate of Interest shall be determined by the Calculation Agent as:

Fixed Rate |

18.	Fixed Rate Note Provisions:	Applicable subject to the provisions of the paragraph 37 " <i>Credit Linked Redemption</i> " and Annex 6 " <i>Additional Terms and Conditions for Credit Linked Notes</i> "
	(i) Rate(s) of Interest:	4.15 per cent. per annum payable quarterly in arrear on each Interest Payment Date
	(ii) Fixed Coupon Amount(s):	Not applicable
	(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 Amount:	Calculation Amount * 100 per cent, subject to paragraph 37
29.	Final Payout:	Not applicable
30.	Automatic Early Redemption:	Not applicable
31.	Issuer Call Option:	Not applicable
32.	Noteholder Put:	Not applicable
33.	Index Linked Redemption:	Not applicable
34.	Equity Linked Redemption	Not applicable
35.	Inflation Linked Redemption:	Not applicable
36.	Fund linked Redemption:	Not applicable
37.	Credit Linked Redemption:	Applicable

The Notes are Single Reference Entity Credit Linked Notes

- (i) Final Redemption Amount: As set out in the Credit Linked Conditions
- (ii) Settlement Method: Auction Settlement
- (iii) Maturity Credit Redemption: Applicable
- (iv) Trade Date: 13 March 2014
- (v) Calculation Agent City: Madrid
- (vi) Additional Financial Centre(s): London
- (vii) Reference Entity(ies): Portugal Telecom International Finance B.V.
- (viii) Reference Obligation(s): Portugal Telecom International Finance B.V.
 - (a) Primary Obligor: Portugal Telecom International Finance B.V.
 - (b) Guarantor: Portugal Telecom, SGPS, S.A. and PT Comunicações, S.A. each as a keep well provider of the Primary Obligor
 - (c) Maturity: 24 March 2017
 - (d) Coupon: 4.375 per cent
 - (e) CUSIP/ISIN: XS0215828913
- (ix) All Guarantees: Applicable
Provisions relating to Qualifying Guarantee and Underlying Obligation: Applicable
- (x) Credit Events: Bankruptcy
Failure to Pay
Restructuring
Provisions relating to Restructuring Credit Event: Credit Linked Condition 14: Applicable
Provisions relating to Multiple Holder Obligation: Credit Linked Condition 15: Applicable
Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation: Applicable
 - (a) Default Requirement: As per Credit Linked Condition 13
 - (b) Payment Requirement: As per Credit Linked Condition 13

- (xi) Conditions to Settlement: Notice of Publicly Available Information: Applicable
If Applicable:
Public Source(s): As per Credit Linked Condition 13
Specified Number: 2
- (xii) Obligation(s):
(a) Obligation Category: Borrowed Money
(b) Obligation Characteristics: None
- (xiii) Additional Obligation(s): None
- (xiv) Excluded Obligation(s): None
- (xv) Domestic Currency: Not applicable
- (xvi) Whether on satisfaction of Conditions to Settlement during the Notice Delivery Period redemption of the Notes will be by (a) Cash Settlement (b) Physical Delivery or (c) Auction Settlement: Conditions to Settlement – Auction Settlement
- (xvii) Accrual of Interest upon Credit Event: Not applicable
- (xviii) Merger Event: Credit Linked Condition 11: Not applicable
- (xix) Unwind Costs: Standard Unwind Costs
- (xx) Publicly Available Information: As per Credit Linked Condition 13
- (xxi) Notice of Publicly Available Information: Applicable
- (xxii) Provisions relating to Monoline Insurer as Reference Entity: Credit Linked Condition 16: Not applicable
- (xxiii) Provisions relating to LPN Reference Entities: Credit Linked Condition 19: Not applicable
- (xxiv) Redemption on failure to identify a Substitute Reference Obligation: Not applicable

Terms relating to Cash Settlement

- (xxv) Final Redemption Amount: See (i) above
- (xxvi) Credit Event Redemption Amount: As set out in the Credit Linked Conditions

(xxvii) Credit Event Redemption Date:	The Maturity Date
(xxviii) Valuation Date:	Applicable Single Valuation Date: A Business Day that is not less than 5 Business Days and not more than 122 Business Days following the Auction Cancellation Date, if any, or the relevant No Auction Announcement Date, if any, as applicable.
(xxix) Valuation Time:	The time which the Calculation Agent determines in a commercially reasonable manner that the market in respect of the relevant Reference Obligation is likely to be most liquid
(xxx) Indicative Quotations:	Not applicable
(xxxi) Quotation Method:	Bid
(xxxii) Quotation Amount:	As per Credit Linked Condition 13
(xxxiii) Minimum Quotation Amount:	As per Credit Linked Condition 13
(xxxiv) Quotation Dealers:	Six active dealers (other than one of the parties or any Affiliate of the parties) in obligations of the type of the Obligation for which Quotations are to be obtained as selected by the Calculation Agent
(xxxv) Quotations:	Exclude Accrued Interest
(xxxvi) Valuation Method:	Market

Additional terms relating to Auction Settlement

(xxxvii) Fallback Settlement Method:	Cash Settlement
(xxxviii) Business Day Convention:	Following
(xxxix) Succession Event Backstop Date subject to adjustment in accordance with Business Day Convention:	No
(xl) Limitation Dates subject to adjustment in accordance with Business Day Convention:	No

Terms relating to Physical Delivery

(xli) Physical Settlement Period:	Not applicable
(xlii) Accrued Interest on Entitlement:	Not applicable
(xliii) Settlement Currency:	Not applicable
(xliv) Deliverable Obligations:	

	(a) Deliverable Obligation Category:	Not applicable
	(b) Deliverable Obligation Characteristics:	Not applicable
	(xlv) Additional Deliverable Obligation(s):	Not applicable
	(xlvi) Restructuring Maturity Limitation and Fully Transferable Obligation Applicable:	Not applicable
	(xlvii) Modified Restructuring Limitation and Conditionality Transferrable Obligation Applicable:	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 Condition4(b)(i)(F)(2)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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
	New Global Note:	No
43.	Additional Financial Centre(s):	Not applicable
44.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
45.	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

46. Details relating to Notes redeemable in instalments: amount of each instalment, date on which each payment is to be made: Not applicable
47. Redenomination, renominalisation and reconventioning provisions: The provisions in General Condition 8

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: Christian Molensen

Duly authorised

Signed on behalf of the Guarantor:

By: 

Duly authorised

PART B – OTHER INFORMATION

1 Listing and Admission to trading

Irish Stock Exchange's Official List

2 Ratings

Ratings: The Notes have not been rated. The rating of the Guarantor is

S&P:BBB-

Moody's:Baa2

Fitch: BBB+

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).

Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

3 Interests of Natural and Legal Persons Involved in the Issue

The Notes have been sold by the Dealer to a third party at a discount to the specified issue price. For specific and detailed information on the nature and quantity of such discount, the investor should contact the distributor of the Notes

4 Operational Information

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| (i) | ISIN Code: | XS1046847429 |
| (ii) | Common Code: | 104684742 |
| (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 and address of relevant Dealer: Banco Bilbao Vizcaya Argentaria, S.A.
C/ Saucedo, 28
28050 Madrid
Spain

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

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.