

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 USD 500,000 Fund Linked Notes due 2017 (the "Notes")

under the €2,000,000,000 Structured Medium Term Note Programme

guaranteed by Banco Bilbao Vizcaya Argentaria, S.A.

(the "Programme")

These Final Terms may be considered structured products in Switzerland. They are not collective investment schemes within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA"). Accordingly, they are not subject to the supervision of the Swiss Financial Market Supervisory Authority, FINMA. The Notes are not being distributed to non qualified investors in or from Switzerland and neither these Final Terms nor any offering materials relating to the Notes may be available to non qualified investors in or from Switzerland. Distribution of the Notes and of these Final Terms in or from Switzerland is only made by way of private placement to, and is directed exclusively at, qualified investors (as defined in the CISA and its implementing ordinance). Each copy of this document is addressed to a specifically named recipient and shall not be passed on to a third party..

Final Terms dated 21 May 2013

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), as amended (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 5 - Additional Terms and Conditions for Fund Linked Notes" in the Base Prospectus dated 22 June 2012 and the Supplement to the Base Prospectus dated 7 March 2013 which together constitute 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 as so supplemented. 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 as so supplemented. The Base Prospectus, these Final Terms and the Supplement to the Base Prospectus (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, these Final Terms and the Supplement to the Base Prospectus will also be available on the Irish Stock Exchange's website (www.ise.ie.)

The Notes shall have the following terms and conditions, which shall complete, modify and/or amend the Conditions and/or any applicable Annex(es) set out in the Base Prospectus dated 22 June 2012.

Non-reliance

The purchaser is acting for its own account, and it has made its own independent decisions to invest in the Notes ad 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.

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|----|-------|---------------------------|---------------------------------------|
| 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: | 65 |
| | (ii) | Tranche Number: | 1 |
| 3. | 3.1 | Specified Notes Currency: | US Dollar ("USD") |
| | 3.2 | Currency Adjustment: | Not applicable |

4. Aggregate Nominal Amount:
 - (i) Series: USD 500,000
 - (ii) Tranche: USD 500,000
5. Issue Price of Tranche: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: USD 2,000
 - (ii) Minimum Tradable Amount: USD 150,000
 - (iii) Calculation Amount: Not Applicable
7. Issue Date: 21 May 2013
8. Maturity Date: 22 May 2017, 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: Not applicable
11. Redemption/Payment Basis: Fund 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 "*Listing and Admission to Trading*" in paragraph 1 of Part B
16. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. Fixed Rate Notes: Not applicable
18. Floating Rate Notes: Not applicable
19. Zero Coupon Notes: Not applicable
20. Reference Item Linked Interest: Not applicable
21. Interest Provisions for Other Notes: Not applicable
22. Additional Business Centre(s) (Condition 3(g)): Not applicable

PROVISIONS RELATING TO REDEMPTION

23. Issuer Call Option: Not applicable
24. Noteholder Put Option: Not applicable
25. Final Redemption Amount: The Fund Linked Redemption Amount provisions specified in paragraph 30 below apply.

26.	Index Amount:	Linked	Redemption	Not applicable
27.	Equity Amount	Linked	Redemption	Not applicable
28.	Inflation Amount:	Linked	Redemption	Not applicable
30.	Fund Amount:	Linked	Redemption	Applicable
(i)	Fund			iShares MSCI Emerging Markets Index Fund The iShares MSCI Emerging Markets Index Fund is an Exchange Traded Fund (“ETF”)
(ii)	Fund Share(s)			A unit of the iShares MSCI Emerging Markets Index Fund Bloomberg Code: EEM US <Equity> ISIN Code: US4642872349
(iii)	Averaging:			Averaging does not apply to the Notes
(iv)	Exchange Business Day:			Single Fund Share Basis
(v)	Market Disruption:			Specified Maximum Days of Disruption will be equal to five
(vi)	Exchange:			NYSE Arca
(vii)	Related Exchange:			All Exchanges
(viii)	Scheduled Trading Day :			Single Fund Share Basis
(ix)	Fund Documents:			The prospectus in respect of the “iShares MSCI Emerging Markets Index Fund ” dated 1 January 2013, a copy of which is available on the following website: http://us.ishares.com/resources/resource_library/tax_legal_documents.htm
(x)	Fund Business Day:			Single Fund Share Basis
(xi)	Fund Service Provider:			As per the Fund Linked Conditions
(xii)	Calculation Date(s):			As per the Fund Linked Conditions
(xiii)	Initial Calculation Date:			Not applicable
(xiv)	Final Calculation Date:			Not applicable
(xv)	Portfolio:			Not applicable
(xvi)	Cash Facility and Spread:			Not applicable
(xvii)	Protected Amount:			Not applicable
(xviii)	Zero Coupon Curve:			Not applicable
(xix)	NAV Barrier:			Not applicable
(xx)	NAV Trigger Percentage:			Not applicable

- (xxi) NAV Trigger Period: Not applicable
- (xxii) Number of NAV Publication Days: Five
- (xxiii) Provisions for calculating the Final Redemption Amount: (i) If, on the Redemption Valuation Date, the Settlement Price of the Fund Share is higher than or equal to 100% of its Initial Price, then the Fund Linked Redemption Amount shall be determined in accordance to the following formula:

$$\text{Specified Denomination} * [100\% + 110\% * ((\text{Settlement Price} / \text{Initial price}) - 1)]$$

- (ii) If, on the Redemption Valuation Date, the Settlement Price of the Fund Share is lower than 100% of its Initial Price, but higher than or equal to 70% of its Initial Price, then the Fund Linked Redemption Amount shall be determined as follows:

$$\text{Specified Denomination} * 100\%$$

- (iii) If, on the Redemption Valuation Date, the Settlement Price of the Fund Share is lower than 70% of its Initial Price, then the Fund Linked Redemption Amount shall be determined as follows:

$$\text{Specified Denomination} * [\text{Settlement Price}/\text{Initial Price}]$$

Where,

“70% of Initial Price” means USD 30.723

“Initial Price” means USD 43.89, being the official closing price of the Fund Share as quoted on the Exchange on 7 May 2013 as determined by the Calculation Agent.

“Settlement Price” means the Relevant Price of the Fund Share on the Redemption Valuation Date, as determined by the Calculation Agent.

- (xxiv) Calculation Agent responsible for calculating the amounts due: Banco Bilbao Vizcaya Argentaria, S.A.
- (xxv) Redemption Valuation Date: 8 May 2017
- (xxvi) Basket Trigger Level: Not applicable
- (xxvii) Valuation Date and Valuation Time : Redemption Valuation Date
- (xxviii) Additional Extraordinary Fund: Not applicable

	Event(s):		
(xxix)	Consequences of Extraordinary Event:	Fund	As per the Fund Linked Conditions
(xxx)	Termination Amounts:		The Termination Amount shall be an amount equal to the fair market value of the Notes taking into account the occurrence of the relevant Extraordinary Fund Event, less the cost to the Issuer and any of its affiliates of unwinding any related hedging agreement, all as determined by the Calculation Agent in its sole and absolute discretion.
(xxxii)	Delta-1 Termination Amount:		Not applicable
(xxxiii)	Spread:		Not applicable
(xxxiv)	Termination Date:		Not applicable
(xxxv)	Knock-in Event:		Not applicable
(xxxvi)	Knock-out Event:		Not applicable
(xxxvii)	Automatic Redemption Event:	Early	Not applicable
(xxxviii)	Delayed Redemption on Occurrence of Extraordinary Event:	Fund	Not applicable
(xxxix)	Delayed Payment Cut-Off Date:		Not applicable
(xxxx)	Weighting:		Not applicable
	Other terms or special conditions:		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:		
	Early Redemption Amount(s) (if required or if different from that set out in General Condition 5(e)):		As per the Conditions
36.	Provisions applicable to Physical Delivery:		Not applicable
37.	Variation of Settlement:		
(i)	Issuer's option to vary settlement:		The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 4(b)(B).

- (ii) Other terms or special conditions in relation to variation of Settlement: Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

38. 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
39. New Global Note: No
40. Financial Centre(s) or other special provisions relating to Payment Days for the purposes of Condition 4(a): New York and TARGET
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 and addresse of Managers (*specifying* 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.
Vía de los Poblados s/n
28033 Madrid
Spain
49. Total commission and concession: There are no commissions and fees paid by the Issuer to the Dealer. A fee has been paid by the Dealer to a third party distributor.
50. US TEFRA Restrictions: TEFRA D
51. Non exempt Offer: Not applicable
52. Additional selling restrictions: Not applicable
53. Condition 11 applies: Yes
54. No Transfers of Implicit Yield Notes to Spanish Individuals: The sale, transfer, or acquisition of Implicit Yield Notes (as defined in Condition 1 (c) of the Notes), including, but not limited to, Zero Coupon Notes, to or by individuals (*personas físicas*) who are tax resident in Spain (each a "**Spanish Individual**") is forbidden in all cases. Any transfer of Implicit Yield Notes to or by Spanish Individuals is not permitted and such transfer will be considered null and void by the Issuer and the Guarantor. Accordingly, neither the Issuer nor the Guarantor will recognise any Spanish Individual as an owner of Implicit Yield Notes.

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.

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

A fee has been paid by the Dealer to a third party distributor. Save as aforementioned and for any fees payable to the Dealers, 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, Estimated Net Proceeds and Total Expenses

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

7. Performance of Fund and the Index

The Notes are linked to the performance of the Fund and of the Index and principal is at risk. The Fund linked Redemption Amount payable on the Maturity Date will be determined as set out in paragraph 30.

The past and future prices in respect of the Index and background information can be obtained from the relevant Exchange, and from the corresponding Bloomberg Screen Page.

The Issuer does not intend to provide post-issuance information.

8. Operational Information

- (i) ISIN Code: XS0932052862
- (ii) Common Code: 093205286
- (iii) Other Securities Code: Valoren Code: CH21384055
- (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 No would allow Eurosystem eligibility:

Financial intermediaries seeking to use the Base Prospectus and any Applicable Transaction Terms to resell or place Notes in accordance with Article 3.2 of Prospectus Directive (2003/71/EC), as amended 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 to be so obtained.