

TELEFONICA S A
Form 8-A12B
April 29, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TELEFÓNICA, S.A.
(Exact Name of Registrant as Specified in Its Charter)

Kingdom of Spain
(Jurisdiction of Incorporation or Organization)

**TELEFÓNICA EMISIONES,
S.A.U.**
(Exact Name of Registrant as Specified in Its Charter)

Kingdom of Spain
(Jurisdiction of Incorporation or Organization)

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n/a
(IRS Employer Identification No.)

Distrito Telefónica, Ronda de la Comunicación, s/n

Madrid, Spain
(Address of Principal Executive Offices)

28050
(Zip Code)

n/a
(IRS Employer Identification No.)

Distrito Telefónica, Ronda de la Comunicación, s/n

Madrid, Spain
(Address of Principal Executive Offices)

28050
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c),

please check the following box.

Securities Act registration statement file number to which this form relates: 333-181576

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which
to be so Registered Fixed Rate Senior Notes due 2018 of Telefónica Emisiones, S.A.U.	Each Class is to be Registered New York Stock Exchange
Fixed Rate Senior Notes due 2023 of Telefónica Emisiones, S.A.U.	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

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Item 1: Description of Registrant's Securities to be Registered

The securities to be registered hereby are (i) the Fixed Rate Senior Notes due 2018 (the 2018 Notes) and (ii) the Fixed Rate Senior Notes due 2023 (the 2023 Notes) of Telefónica Emisiones, S.A.U. (the 2018 Notes together with the 2023 Notes, the Notes) and the Guarantee by Telefónica, S.A. related to the Notes (the Guarantee). For a description of the Notes and the Guarantee to be registered hereunder, reference is made to the information under the heading Description of the Notes and the Guarantee of the Registrants Prospectus Supplement filed on April 18, 2013 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, relating to the Registrants Registration Statement on Form F-3 (File No. 333-181576) as amended from time to time (the Registration Statement), which information is hereby incorporated by reference herein.

Item 2. Exhibits

- 4.1 Indenture among Telefónica Emisiones S.A.U., as Issuer, Telefónica, S.A., as Guarantor and The Bank of New York Mellon, as Trustee, dated as of May 22, 2012 (incorporated by reference to Exhibit 4.1 of the Registrants Form F-3 filed on May 22, 2012)
- 4.2 First Supplemental Indenture for the Fixed Rate Senior Notes Due 2018 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent, dated as of April 29, 2013 (incorporated by reference to Exhibit 4.2 of Telefónica, S.A.'s Form 6-K filed on April 29, 2013)
- 4.3 Second Supplemental Indenture for the Fixed Rate Senior Notes Due 2023 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee and Paying Agent, dated as of April 29, 2013 (incorporated by reference to Exhibit 4.3 of Telefónica, S.A.'s Form 6-K filed on April 29, 2013)
- 4.4 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2018 (included in Exhibit 4.2)
- 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2023 (included in Exhibit 4.3)
- 4.6 Guarantee by Telefónica, S.A., dated as of April 29, 2013 (incorporated by reference to Exhibit 4.6 of Telefónica, S.A.'s Form 6-K filed on April 29, 2013)
- 99.1 Registrants Prospectus Supplement, dated April 17, 2013 (incorporated by reference to the Registrants filing under Rule 424(b) filed on April 18, 2013)

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 29, 2013

Telefónica Emisiones, S.A.U.

(Registrant)

By: /s/ Eduardo Álvarez Gómez
Name: Eduardo Álvarez Gómez
Title: Joint and Several Director (*Administrador Solidario*)

Telefónica, S.A.

(Registrant)

By: /s/ Miguel Escrig Meliá
Name: Miguel Escrig Meliá
Title: Chief Financial Officer

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- 99.1 Registrants' Prospectus Supplement, dated April 17, 2013 (incorporated by reference to the Registrants' filing under Rule 424(b) filed on April 18, 2013)