

TELEFONICA S A  
Form F-3ASR  
May 22, 2012  
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As filed with the Securities and Exchange Commission on May 22, 2012

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM F-3

REGISTRATION STATEMENT

*UNDER THE SECURITIES ACT OF 1933*

## TELEFÓNICA, S.A.

(Exact Name of Registrant as Specified in its Charter)

|   |   |  |
|---|---|--|
| <b>The Kingdom of Spain</b>                                       | <b>Distrito Telefónica,</b>   | <b>Not Applicable</b>                      |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | <b>Ronda de la Comunicación, s/n</b>  | (I.R.S. Employer<br>Identification Number) |
|   | <b>28050 Madrid</b>   |  |
|   | <b>Spain</b>  |  |
|   | <b>+34 91 482 3733</b>  |  |
|   | (Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices) |  |

# TELEFÓNICA EMISIONES, S.A.U.

(Exact Name of Registrant as Specified in its Charter)

|  |                                      |  |
|--|--------------------------------------|--|
| <b>The Kingdom of Spain</b>  | <b>Distrito Telefónica,</b>          | <b>Not Applicable</b>                              |
| <b>(State or Other Jurisdiction of<br/>Incorporation or Organization)</b>  | <b>Ronda de la Comunicación, s/n</b> | <b>(I.R.S. Employer<br/>Identification Number)</b> |
|  | <b>28050 Madrid</b>                  |  |
|  | <b>Spain</b>                         |  |
|  | <b>+34 91 482 3733</b>               |  |
| <b>(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)</b> |                                      |  |

**CT Corporation System**

**111 Eighth Avenue (13th floor)**

**New York, New York 10011**

**(212) 894-8940**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)**

*Copy to:*

**Michael J. Willisch**

**Davis Polk & Wardwell LLP**

**Paseo de la Castellana, 41**

**28046 Madrid**

**Spain**

**+34 91 768 9600**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

## Edgar Filing: TELEFONICA S A - Form F-3ASR

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

### CALCULATION OF REGISTRATION FEE

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be<br/>Registered/Proposed<br/>Maximum Offering Price<br/>Per Unit/Proposed<br/>Maximum Aggregate<br/>Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|---|-----------------------------------|
| Guaranteed Debt Securities                                | Indeterminate   | (1)                               |
| Guarantees of the Debt Securities (2)                     |   | (3)                               |

- (1) An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depositary shares. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all of the registration fee.
- (2) No separate consideration will be received for the guarantees issued by Telefónica, S.A. in connection with the Debt Securities issued by Telefónica Emisiones S.A.U.
- (3) Pursuant to Rule 457(n), no separate fee for the Guarantees is payable.

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**PROSPECTUS**

**Debt Securities of Telefónica Emisiones, S.A.U.,  
which are fully and unconditionally guaranteed by Telefónica, S.A.**

We may offer from time to time in one or more series Debt Securities of Telefónica Emisiones, S.A.U., which are fully and unconditionally guaranteed by Telefónica, S.A.

We will provide the specific terms of the securities that may be offered, and the manner in which they are being offered, in one or more supplements to this Prospectus. Such prospectus supplements may also add, update or change information contained in this Prospectus. You should read both this Prospectus and the prospectus supplements, together with the additional information described under the heading **Where You Can Find More Information** before investing in our securities. The amount and price of the offered securities will be determined at the time of the offering.

*Investing in these securities involves risks. See **Risk Factors** .*

**Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.**

We may sell these securities on a continuous or delayed basis directly, through agents or underwriters as designated from time to time, or through a combination of these methods. We reserve the sole right to accept, and together with any agents, dealers and underwriters, reserve the right to reject, in whole or in part, any proposed purchase of securities. If any agents, dealers or underwriters are involved in the sale of any securities, the applicable prospectus supplement will set forth any applicable commissions or discounts. Our net proceeds from the sale of securities will also be set forth in the applicable prospectus supplement.

The date of this Prospectus is May 22, 2012

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**ABOUT THIS PROSPECTUS**

This Prospectus is part of a registration statement that we filed with the United States Securities and Exchange Commission (the **SEC**) using the shelf registration process. Under the shelf registration process, we may sell any Debt Securities described in this Prospectus from time-to-time in the future in one or more offerings.

**This Prospectus provides you with a general description of the securities that can be offered. Each time Debt Securities are offered under this Prospectus, we will provide prospective investors with a prospectus supplement that will contain specific information about the terms of the securities. The prospectus supplement may also add to or update or change information contained in this Prospectus. Accordingly, to the extent inconsistent, information in this Prospectus is superseded by the information in any prospectus supplement. You should read both this Prospectus and any prospectus supplement together with the information incorporated by reference that is described in **Incorporation by Reference**.**

The prospectus supplement to be attached to the front of this Prospectus will describe the terms of the offering, including the amount and detailed terms of Debt Securities, the public offering price, net proceeds to us, the Guarantor, the expenses of the offering, the terms of offers and sales outside of the United States, if any, the Guarantor's capitalization, the nature of the plan of distribution, the other specific terms related to such offering, and any U.S. federal income tax consequences and Spanish tax considerations applicable to the Debt Securities.

In this Prospectus and the prospectus supplements, the **Issuer** refers to Telefónica Emisiones, S.A.U. **Telefónica**, **Telefónica, S.A.**, the **Group** or the **Guarantor** refer to Telefónica, S.A. and, where applicable, its consolidated subsidiaries, unless the context otherwise requires. We use the words **we**, **us** and **our** to refer to the Issuer or the Guarantor, as the context requires. We use the word **you** to refer to prospective investors in the securities. We use the term **Debt Securities** to refer collectively to any Debt Securities to be issued by us and guaranteed by the Guarantor pursuant to this Prospectus.

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**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference the information Telefónica, the Guarantor, files with the SEC, which means that we can and do disclose important information to you by referring you to those documents that are considered part of this Prospectus. Information that Telefónica files with the SEC in the future and that we incorporate by reference will automatically update and supersede the previously filed information. We incorporate by reference the following documents:

Telefónica's annual report on Form 20-F for the year ended December 31, 2011 and filed with the SEC on March 29, 2012 (the **Form 20-F**). The consolidated financial statements included in the Form 20-F have been prepared in accordance with International Financial Reporting Standards ( **IFRS** ) as issued by the International Accounting Standards Board ( **IASB** ), which do not differ for the purposes of the Group from IFRS as adopted by the European Union; and

Telefónica's report on Form 6-K as furnished to the SEC on May 22, 2012.

We incorporate by reference in this Prospectus all subsequent annual reports of Telefónica filed with the SEC on Form 20-F under the U.S. Securities Exchange Act of 1934, as amended (the **Exchange Act** ), and those of Telefónica's periodic reports submitted to the SEC on Form 6-K that we specifically identify in such form as being incorporated by reference in this Prospectus after the date hereof and prior to the completion of an offering of securities under this Prospectus. This Prospectus is part of a registration statement filed with the SEC. See [Where You Can Find More Information](#) .

As you read the above documents, you may find inconsistencies in information from one document to another. If you find inconsistencies you should rely on the statements made in the most recent document. All information appearing in this Prospectus is qualified in its entirety by the information and financial statements, including the notes thereto, contained in the documents that we have incorporated by reference.

You should rely only on the information incorporated by reference or provided in this Prospectus and in any prospectus supplement. We have not authorized anyone else to provide you with different information. This Prospectus is an offer to sell or to buy only the securities referred to herein, but only under circumstances and in jurisdictions where it is lawful to do so. You should not assume that the information in this Prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents.

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**WHERE YOU CAN FIND MORE INFORMATION**

Telefónica files annual and periodic reports and other information with the SEC. You may read and copy any document that Telefónica files at the SEC's public reference room at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1 (800) SEC-0330 for further information on the operation of the public reference rooms. Telefónica's SEC filings are also available to the public over the Internet at the SEC's website at <http://www.sec.gov>.

Telefónica makes available free of charge through Telefónica's website, accessible at <http://www.telefonica.com>, certain of Telefónica's reports and other information filed with or furnished to the SEC.

**With the exception of the reports specifically incorporated by reference in this Prospectus as set forth above, material contained on or accessible through Telefónica's website is specifically *not* incorporated into this Prospectus. See **Incorporation by Reference**.**

You may also request a copy of Telefónica's filings at no cost, by writing or calling Telefónica at the following addresses:

Telefónica, S.A.  
Distrito Telefónica, Ronda de la Comunicación, s/n  
28050 Madrid  
Spain  
Attention: Investor Relations  
+34 91 482 8700

American Depository Shares representing Telefónica's common shares are traded on the New York Stock Exchange under the symbol **TEF**.

You should rely only on the information incorporated by reference or provided in this Prospectus. We have not authorized anyone else to provide you with other or different information. In particular, no dealer, salesperson or other person is authorized to give you any information or to represent anything not contained in this Prospectus or that is incorporated by reference herein.

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**ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES**

The Issuer, a wholly-owned subsidiary of Telefónica, is a limited liability company with a sole shareholder (*sociedad anónima unipersonal*) organized under the laws of the Kingdom of Spain. Telefónica, the Guarantor, is a limited liability company (*sociedad anónima*) organized under the laws of the Kingdom of Spain. All of the Issuer's directors and the executive officers and directors of Telefónica, and certain of the experts named in this Prospectus, are not residents of the United States. All or a substantial portion of the Issuer's assets and those of Telefónica and such persons are located outside the United States. As a result, it may be difficult for you to file a lawsuit against either the Issuer or the Guarantor or such persons in the United States with respect to matters arising under the federal securities laws of the United States. It may also be difficult for you to enforce judgments obtained in U.S. courts against either the Issuer or the Guarantor or such persons based on the civil liability provisions of such laws. Provided that United States case law does not prevent the enforcement in the U.S. of Spanish judgments (as in such case, judgments obtained in the U.S. shall not be enforced in Spain), if a U.S. court grants a final judgment in an action based on the civil liability provisions of the federal securities laws of the United States, enforceability of such judgment in Spain will be subject to satisfaction of certain factors. Such factors include the absence of a conflicting judgment by a Spanish court or of an action pending in Spain among the same parties and arising from the same facts and circumstances, the Spanish courts' determination that the U.S. courts had jurisdiction, that process was appropriately served on the defendant, the regularity of the proceeding followed before the U.S. courts, the authenticity of the judgment and that enforcement would not violate Spanish public policy. In general, the enforceability in Spain of final judgments of U.S. courts does not require retrial in Spain. If an action is commenced before Spanish courts with respect to liabilities based on the U.S. federal securities laws, there is a doubt as to whether Spanish courts would have jurisdiction. Spanish courts may enter and enforce judgments in foreign currencies.

The Issuer and Telefónica have expressly submitted to the exclusive jurisdiction of any state or federal court in the Borough of Manhattan, the City of New York and any appellate court from any such court thereof for the purpose of any suit, action or proceeding arising out of the Debt Securities or the Guarantees and have appointed CT Corporation System, as our agent to accept service of process in any such action.

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**RISK FACTORS**

You should carefully consider the risk factors contained in the prospectus supplements and the documents incorporated by reference into this Prospectus, including, but not limited to, those risk factors in Item 3.D in the Form 20-F, in deciding whether to invest in the Debt Securities being offered pursuant to this Prospectus.

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The following table sets forth the Guarantor's ratio of earnings to fixed charges using financial information compiled in accordance with IFRS as issued by the IASB ( **IFRS-IASB** ) for the years ended December 31, 2011, 2010, 2009, 2008 and 2007 and for the three months ended March 31, 2012:

|  | <b>Three months<br/>ended<br/>March 31,<br/>2012</b> | <b>2011</b> | <b>Year ended December 31,</b> |             |             |             |
|--|--|-------------|--------------------------------|-------------|-------------|-------------|
|  |  |             | <b>2010</b>                    | <b>2009</b> | <b>2008</b> | <b>2007</b> |
| IFRS-IASB Ratio of Earnings to Fixed Charges | 2.7  | 3.0         | 5.2                            | 3.9         | 4.1         | 4.0         |

For the purpose of calculating ratios of earnings to fixed charges, earnings consist of profit before tax from continuing operations, plus share of profit or loss of associates, dividends from joint ventures and associates, fixed charges and capitalized interest net of amortization. Fixed charges consist of finance costs, including amortization of debt expense and similar charges, and capitalized interest.

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**LEGAL MATTERS**

Certain legal matters with respect to Spanish law will be passed upon for us by our Spanish counsel, Uría Menéndez Abogados, S.L.P. Certain legal matters with respect to United States and New York law will be passed upon for us by Davis Polk & Wardwell LLP.

**EXPERTS**

The consolidated financial statements of Telefónica, S.A. and subsidiaries appearing in Telefónica, S.A.'s Annual Report on Form 20-F for the year ended December 31, 2011, and the effectiveness of Telefónica, S.A.'s internal control over financial reporting as of December 31, 2011, have been audited by Ernst & Young, S.L., independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

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**PART II**

**INFORMATION NOT REQUIRED IN A PROSPECTUS**

**Item 8. Indemnification of Directors and Officers**

**Telefónica, S.A.**

*Indemnification under Telefónica Bylaws and Spanish Law.*

Under Spanish law the directors of Telefónica shall be jointly and severally liable to the company, the shareholders and the creditors of the company for any damage they cause through acts contrary to the law or the bylaws, or acts carried out without the diligence with which they ought to perform their duties. No provision of our bylaws provides for the indemnification of the directors with respect to such liabilities.

*Telefónica D&O Insurance.*

Telefónica maintains an insurance policy that protects its officers and the members of its Board of Directors from liabilities incurred as a result of actions taken in their official capacity.

**Telefónica Emisiones, S.A.U.**

*Indemnification under Telefónica Emisiones S.A.U. s Bylaws and Spanish Law.*

Under Spanish law the directors of Telefónica Emisiones S.A.U. shall be jointly and severally liable to the company, the shareholders and the creditors of the company for any damage they cause through acts contrary to the law or the bylaws, or acts carried out without the diligence with which they ought to perform their duties. No provision of Telefónica Emisiones S.A.U. s bylaws provides for the indemnification of the directors with respect to such liabilities.

*Telefónica Group D&O Insurance.*

Telefónica maintains an insurance policy that protects officers and members of the boards of directors of companies constituting the Telefónica Group, including Telefónica Emisiones, S.A.U., from liabilities incurred as a result of actions taken in their official capacity.

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**Item 9. Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| *1.1                  | Form of underwriting agreement for Debt Securities.   |
| 4.1                   | Debt indenture including form of Debt Securities of Telefónica Emisiones, S.A.U. and guarantees relating thereto between Telefónica Emisiones, S.A.U., Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as trustee. |
| 5.1                   | Opinion of Davis Polk & Wardwell LLP, U.S. counsel.   |
| 5.2                   | Opinion of Uría Menéndez Abogados, S.L.P., Spanish counsel.   |
| 12.1                  | Statement regarding the computation of consolidated ratios of earnings to fixed charges.  |
| 23.1                  | Consent of Ernst & Young, S.L., independent registered public accounting firm.  |
| 23.2                  | Consent of Davis Polk & Wardwell LLP (included in its opinion filed as Exhibit 5.1).  |
| 23.3                  | Consent of Uría Menéndez Abogados, S.L.P. (included in its opinion filed as Exhibit 5.2).   |
| 24.1                  | Powers of Attorney of the registrants (included on the signature pages).  |
| 25.1                  | Statement of eligibility of The Bank of New York Mellon, as trustee, under the Trust Indenture Act of 1939 on Form T-1 relating to the debt indenture.  |

\* To be furnished by Telefónica, S.A. on a Form 6-K depending on the nature of the offering, if any, pursuant to this registration statement.

**Item 10. Undertakings**

Each of the undersigned registrants hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;
- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
- (iii) To include any plan of distribution or any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Securities Act of 1933 or Rule 3-19 of Regulation S-X if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(6) That, for the purpose of determining liability of a registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, each undersigned registrant undertakes that in a primary offering of securities of an undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of an undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of an undersigned registrant or used or referred to by an undersigned registrant;

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(iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by an undersigned registrant to the purchaser.

(7) That, for purposes of determining any liability under the Securities Act of 1933, each filing of Telefónica's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(8) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each registrant pursuant to the foregoing provisions, or otherwise, each registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of a registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Telefónica, S.A. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Madrid, Spain, on May 22, 2012.

TELEFÓNICA, S.A.

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

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signature appears below (whether as a member of the Board of Directors or officer of Telefónica, S.A., as authorized representative of Telefónica, S.A. or otherwise) constitutes and appoints Ángel Vila Boix, Miguel Escrig Meliá and Eduardo José Álvarez Gómez, and each of them (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agent, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement or any registration statement in connection herewith that is to be effective upon filing pursuant to Rule 462 (b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                    | <b>Title</b>   | <b>Date</b>  |
|-------------------------------------|--|--------------|
| /s/ César Alierta Izuel             | Chairman of the Board of Directors and Chief Executive Officer | May 22, 2012 |
| César Alierta Izuel                 |  |              |
| /s/ Miguel Escrig Meliá             | Chief Financial Officer  | May 22, 2012 |
| Miguel Escrig Meliá                 |  |              |
| /s/ Juan Francisco Gallego Arrechea | Chief Accounting Officer                                       | May 22, 2012 |
| Juan Francisco Gallego Arrechea     |  |              |
| /s/ Isidro Fainé Casas              | Vice Chairman of the Board of Directors                        | May 22, 2012 |
| Isidro Fainé Casas                  |  |              |
| /s/ José María Abril Pérez          | Vice Chairman of the Board of Directors                        | May 22, 2012 |
| José María Abril Pérez              |  |              |
| /s/ Julio Linares López             | Director and Chief Operating Officer                           | May 22, 2012 |

Julio Linares López

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| <b>Signature</b>                            | <b>Title</b> | <b>Date</b>  |
|---|--------------|--------------|
| /s/ Ignacio Moreno Martínez                 | Director     | May 22, 2012 |
| Ignacio Moreno Martínez                     |              |              |
| /s/ José Fernando de Almansa Moreno-Barreda | Director     | May 22, 2012 |
| José Fernando de Almansa Moreno-Barreda     |              |              |
| /s/ José María Álvarez-Pallete López        | Director     | May 22, 2012 |
| José María Álvarez-Pallete López            |              |              |
| /s/ David Arculus                           | Director     | May 22, 2012 |
| David Arculus                               |              |              |
| /s/ Eva Castillo Sanz                       | Director     | May 22, 2012 |
| Eva Castillo Sanz                           |              |              |
| /s/ Carlos Colomer Casellas                 | Director     | May 22, 2012 |
| Carlos Colomer Casellas                     |              |              |
| /s/ Peter Erskine                           | Director     | May 22, 2012 |
| Peter Erskine                               |              |              |
| /s/ Alfonso Ferrari Herrero                 | Director     | May 22, 2012 |
| Alfonso Ferrari Herrero                     |              |              |
| /s/ Luiz Fernando Furlán                    | Director     | May 22, 2012 |
| Luiz Fernando Furlán                        |              |              |
| /s/ Gonzalo Hinojosa Fernández de Angulo    | Director     | May 22, 2012 |
| Gonzalo Hinojosa Fernández de Angulo        |              |              |
| /s/ Pablo Isla Álvarez de Tejera            | Director     | May 22, 2012 |
| Pablo Isla Álvarez de Tejera                |              |              |
| /s/ Antonio Massanell Lavilla               | Director     | May 22, 2012 |
| Antonio Massanell Lavilla                   |              |              |
| /s/ Francisco Javier de Paz Mancho          | Director     | May 22, 2012 |
| Francisco Javier de Paz Mancho              |              |              |
|   | Director     |              |

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Chang Xiaobing

/s/ Donald J. Puglisi

Donald J. Puglisi

Managing director, Authorized  
Representative of Telefónica,  
S.A. in the United States

May 22, 2012

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Telefónica Emisiones, S.A.U. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Madrid, Spain, on May 22, 2012.

TELEFÓNICA EMISIONES, S.A.U.

By: /s/ Eduardo José Álvarez Gómez  
 Name: Eduardo José Álvarez Gómez  
 Title: Authorized Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each of the individuals whose signature appears below (whether as a Director or officer of Telefónica Emisiones, S.A.U. as authorized representative of Telefónica Emisiones, S.A.U. or otherwise) constitutes and appoints Eduardo José Álvarez Gómez and Juan José Gómez Migueláñez and each of them (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement or any registration statement in connection herewith that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>   | <b>Title</b>  | <b>Date</b>  |
|--|---|--------------|
| /s/ Eduardo José Álvarez Gómez<br><br>Eduardo José Álvarez Gómez | Director  | May 22, 2012 |
| /s/ Juan José Gómez Migueláñez<br><br>Juan José Gómez Migueláñez | Director  | May 22, 2012 |
| /s/ Donald J. Puglisi<br><br>Donald J. Puglisi                   | Managing director, Authorized Representative of<br>Telefónica Emisiones, S.A.U. in the<br>United States | May 22, 2012 |