

TELEFONICA S A
Form 8-A12B
February 16, 2011

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**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)

n/a

(IRS Employer Identification No.)

**Distrito C, 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: 333-159062

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

Title of Each Class
to be so Registered
Fixed Rate Senior Notes due 2016 of
Telefónica Emisiones, S.A.U.

Fixed Rate Senior Notes due 2021 of
Telefónica Emisiones, S.A.U.

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

None
(Title of Class)

TELEFÓNICA EMISIONES, S.A.U.

(Exact Name of Registrant as Specified in Its Charter)

Kingdom of Spain

(Jurisdiction of Incorporation or Organization)

n/a

(IRS Employer Identification No.)

**Distrito C, 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(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Name of Each Exchange on Which
Each Class is to be Registered
New York Stock Exchange

New York Stock Exchange

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

Item 2. Exhibits

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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 2016 (the "2016 Notes") and (ii) the Fixed Rate Senior Notes due 2021 (the "2021 Notes") of Telefónica Emisiones, S.A.U. (the "2016 Notes" together with the "2021 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" in the Registrants' Prospectus Supplement filed on February 8, 2011 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. 333-159062) 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 8, 2009 (incorporated by reference to Exhibit 4.1 of the Registrants' Form F-3 filed on May 8, 2009)
- 4.2 Sixth Supplemental Indenture for the Fixed Rate Senior Notes Due 2016 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 February 16, 2011 (incorporated by reference to Exhibit 4.2 of Telefónica, S.A.'s Form 6-K filed on February 16, 2011)
- 4.3 Form of Seventh Supplemental Indenture for the Fixed Rate Senior Notes Due 2021 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 February 16, 2011 (incorporated by reference to Exhibit 4.3 of Telefónica, S.A.'s Form 6-K filed on February 16, 2011)
- 4.4 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2016 (included in Exhibit 4.2)
- 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2021 (included in Exhibit 4.3)
- 4.6 Guarantee by Telefonica, S.A., dated as of February 16, 2011 (incorporated by reference to Exhibit 4.6 of Telefónica, S.A.'s Form 6-K filed on February 16, 2011)
- 99.1 Registrants' Prospectus Supplement, dated February 7, 2011 (incorporated by reference to the Registrants' filing under Rule 424(b) filed on February 8, 2011)

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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: February 16, 2011

**Telefónica Emisiones, S.A.U.
(Registrant)**

By: /s/ Miguel Escrig Meliá
Name: Miguel Escrig Meliá
Title: Director (*Administrador Solidario*)

**Telefónica, S.A.
(Registrant)**

By: /s/ Eduardo Álvarez Gómez
Name: Eduardo Álvarez Gómez
Title: Director of Financing

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