

TELEFONICA S A
Form 8-A12B
March 08, 2017
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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)

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

Kingdom of Spain
(Jurisdiction of Incorporation or Organization)

Kingdom of Spain
(Jurisdiction of Incorporation or Organization)

n/a

n/a

(IRS Employer Identification No.)

(IRS Employer Identification No.)

**Distrito Telefónica, Ronda de la Comunicación, s/n
Madrid, Spain
(Address of Principal Executive Offices)**

**Distrito Telefónica, Ronda de la Comunicación, s/n
Madrid, Spain
(Address of Principal Executive Offices)**

**28050
(Zip Code)**

**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.**

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.

Securities Act registration statement file number to which this form relates: 333-204118

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 2027 of
Telefónica Emisiones, S.A.U.
Fixed Rate Senior Notes due 2047 of
Telefónica Emisiones, S.A.U.**

**Name of Each Exchange on Which
Each Class is to be Registered
New York Stock Exchange
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 2027 (the 2027 Notes) and (ii) the Fixed Rate Senior Notes due 2047 (the 2047 Notes) of Telefónica Emisiones, S.A.U. (the 2047 Notes together with the 2027 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 March 2, 2017 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. 333-204118) 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 13, 2015)
- 4.2 Fourth Supplemental Indenture for the Fixed Rate Senior Notes Due 2027 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee, Paying Agent, Registrar and Transfer Agent, dated as of March 8, 2017 (incorporated by reference to Exhibit 4.2 of Telefónica, S.A.'s Form 6-K filed on March 8, 2017)
- 4.3 Fifth Supplemental Indenture for the Fixed Rate Senior Notes Due 2047 among Telefónica Emisiones, S.A.U., as Issuer, Telefónica, S.A., as Guarantor, and The Bank of New York Mellon, as Trustee, Paying Agent, Registrar and Transfer Agent, dated as of March 8, 2017 (incorporated by reference to Exhibit 4.4 of Telefónica, S.A.'s Form 6-K filed on March 8, 2017)
- 4.4 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2027 (included in Exhibit 4.2)
- 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2047 (included in Exhibit 4.3)
- 4.6 Guarantee by Telefonica, S.A., dated as of March 8, 2017 (incorporated by reference to Exhibit 4.6 of Telefónica, S.A.'s Form 6-K filed on March 8, 2017)
- 99.1 Registrants Prospectus Supplement, dated March 1, 2017 (incorporated by reference to the Registrants filing under Rule 424(b) filed on March 2, 2017)

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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: March 8, 2017

Telefónica Emisiones, S.A.U.

(Registrant)

By: /s/ Eduardo José Álvarez Gómez
Name: Eduardo José Álvarez Gómez
Title: Director (*Administrador Solidario*)

Telefónica, S.A.

(Registrant)

By: /s/ Jesús Romero Albarracín
Name: Jesús Romero Albarracín
Title: Deputy Chief Financial Officer

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