

Telefonica Emisiones, S.A.U.

Form 8-A12B

July 02, 2009

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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**

| <b>TELEFÓNICA, S.A.</b><br>(Exact Name of Registrant as Specified in Its Charter)   | <b>TELEFÓNICA EMISIONES, S.A.U.</b><br>(Exact Name of Registrant as Specified in Its Charter)  |
|---|--|
| <b>Kingdom of Spain</b><br>(Jurisdiction of Incorporation or Organization)  | <b>Kingdom of Spain</b><br>(Jurisdiction of Incorporation or Organization)   |
| <b>n/a</b><br>(IRS Employer Identification No.)   | <b>n/a</b><br>(IRS Employer Identification No.)  |
| <b>Distrito C, Ronda de la Comunicación, s/n<br/>Madrid, Spain</b><br>(Address of Principal Executive Offices)  | <b>Distrito C, Ronda de la Comunicación, s/n<br/>Madrid, Spain</b><br>(Address of Principal Executive Offices)   |
| <b>28050</b><br>(Zip Code)<br>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. <input type="checkbox"/><br>Securities Act registration statement file number to which this form relates: 333-159062<br>Securities to be registered pursuant to Section 12(b) of the Act: | <b>28050</b><br>(Zip Code)<br>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. <input type="checkbox"/> |
| Title of Each Class to be so Registered<br>Fixed Rate Senior Notes due 2015 of Telefónica Emisiones, S.A.U.<br>Fixed Rate Senior Notes due 2019 of Telefónica Emisiones, S.A.U.   | Name of Each Exchange on Which Each Class is to be Registered<br>New York Stock Exchange<br><br>New York Stock Exchange  |
| (including in each case the related Guarantees of Telefonica, S.A.)<br>Securities to be registered pursuant to Section 12(g) of the Act:<br>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 2015 (the Long Five-Year Fixed Rate Notes ) and (ii) the Fixed Rate Senior Notes due 2019 (the Ten-Year Fixed Rate Notes ) of Telefónica Emisiones, S.A.U. (the Long Five-Year Fixed Rate Notes together with the Ten-Year Fixed Rate 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 June 24, 2009 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 Telefónica, S.A.'s Form F-3 filed on May 8, 2009)
- 4.2 Form of First Supplemental Indenture for the Fixed Rate Senior Notes Due 2015 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 (incorporated by reference to Exhibit 4.2 of Telefónica, S.A.'s Form 6-K filed on July 2, 2009)
- 4.3 Form of Second Supplemental Indenture for the Fixed Rate Senior Notes Due 2019 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 (incorporated by reference to Exhibit 4.3 of Telefónica, S.A.'s Form 6-K filed on July 2, 2009)
- 4.4 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2015 (included in Exhibit 4.2)
- 4.5 Form of Security Certificate representing the Fixed Rate Senior Notes Due 2019 (included in Exhibit 4.3)
- 4.6 Form of Guarantee by Telefonica, S.A. (incorporated by reference to Exhibit 4.6 of Telefónica, S.A.'s Form 6-K filed on July 2, 2009)
- 99.1 Registrants Prospectus Supplement, dated June 22, 2009 (incorporated by reference to the Registrants filing under Rule 424(b), dated June 24, 2009)

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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: July 2, 2009

**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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