



TELEFÓNICA EMISIONES, S.A.U.
(incorporated with limited liability under the laws of the Kingdom of Spain)
€40,000,000,000
PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS

unconditionally and irrevocably guaranteed by
TELEFÓNICA, S.A.
(incorporated with limited liability in the Kingdom of Spain)

This supplement (the "**Supplement**") to the base prospectus dated 10 June 2014 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the programme for the issuance of wholesale debt instruments (the "**Programme**") established by Telefónica Emisiones, S.A.U. (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The purpose of this Supplement is to update the Prospectus with the following information: the agreement formalized with Vivendi, S.A. for the acquisition by Telefonica Brasil, S.A. of Global Village Telecom, S.A. and its holding company GVT Participações, S.A.

IMPORTANT NOTICES

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus, and any other supplements to the Base Prospectus issued by the Issuer. Each of the Issuer and Telefónica, S.A. ("**Telefónica**" or the "**Company**") accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of each of the Issuer and Telefónica (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to the Base Prospectus previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme since the publication of the Base Prospectus.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the prospectus directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Investors should be aware of their rights under Section 87Q(4) of FSMA 2000.

SUPPLEMENTARY INFORMATION

Agreement formalized with Vivendi, S.A. for the acquisition by Telefonica Brasil, S.A. of Global Village Telecom, S.A. and its holding company GVT Participações, S.A.

On 19 September 2014, Telefónica S.A. formalized an agreement with Vivendi, S.A. for the acquisition by Telefonica Brasil, S.A. of Global Village Telecom, S.A. and its holding company GVT Participações, S.A. by virtue of which:

- Vivendi will receive a consideration in cash of 4,663 million euros and newly issued shares representing 12.0% of the share capital of Telefónica Brasil, S.A. after its combination with GVT.
- The cash consideration will be funded through a capital increase at Telefónica Brasil, S.A. in which Telefónica, S.A. will subscribe its proportional share, funded, in turn, through a capital increase.
- Moreover, Vivendi, S.A. has accepted Telefonica, S.A. offer of acquiring a stake in Telecom Italia, S.p.A., in particular, 1,110 million ordinary shares of Telecom Italia, currently representing a stake of 8.3% of Telecom Italia voting share capital (corresponding to 5.7% of its total share capital). This is in exchange for a 4.5% of the share capital of the company resulting from the combination between Telefónica Brasil, S.A. and GVT that Vivendi, S.A. will receive and which represents all the ordinary shares received by Vivendi, S.A. and a number of preferred shares (representing 0.7% of such class of shares).