



Banco Bilbao Vizcaya Argentaria, S.A. (BBVA), in compliance with the Securities Market legislation and further to the relevant event filings, 28th September and 16th October 2012, hereby proceeds by means of the present document to notify the following:

RELEVANT EVENT

BBVA hereby reports that, pursuant to the provisions in the note on shares relating to the offer to purchase the Unnim Securities and the public offering of the BBVA shares for sale, filed 28th September 2012 in the official registries of the CNMV (the "**Note on Shares**"), the period for acceptance and withdrawal of the offer to purchase the Unnim Securities and the public offering of the BBVA shares for sale ended on 18th October 2012.

During the period established for this effect, selling orders for the Unnim Securities have been received amounting €426,210,629.77 nominal. BBVA's offer was accepted by 99.3% of the Preferred Shares and 82.0% of the Subordinated Debt Securities.

Selling orders for each one of the Unnim Securities indicated below:

Preferred shares

ISSUER	ISSUE NAME	ISIN CODE	NOMINAL UNIT VALUE OF EACH SECURITY	UNIT PURCHASE VALUE FOR EACH SECURITY PAYABLE BY BBVA*	TOTAL NUMBER OF SECURITIES ACQUIRED PER ISSUE	AGGREGATE PURCHASE VALUE PER ISSUE	% PURCHASED	NUMBER OF SECURITIES STILL OUTSTANDING	NOMINAL VALUE OF EACH ISSUE STILL OUTSTANDING
Caixa de Terrassa Societat de Participacions Preferents S.A.U.	Participaciones Preferentes Serie A	KYG175491094	1,000.00	950.00	49,715	47,229,250.00	99.4%	285	285,000
CaixaSabadell Preferents S.A.U.	Participaciones Preferentes Serie A	ES0101339002	1,000.00	950.00	74,324	70,607,800.00	99.1%	676	676,000
Caixa de Manlleu Preferents S.A.U.	Participaciones Preferentes Serie A	ES0115328009	500.00	475.00	35,919	17,061,525.00	99.8%	81	40,500

**Pursuant to the provisions in the Note on Shares, the purchase price of the Unnim Securities is 95% of their nominal value.*

Subordinated debt securities

ISSUER	ISSUE NAME	ISIN CODE	NOMINAL UNIT VALUE OF EACH SECURITY	UNIT PURCHASE VALUE FOR EACH SECURITY PAYABLE BY BBVA*	TOTAL NUMBER OF SECURITIES ACQUIRED PER ISSUE	AGGREGATE PURCHASE VALUE PER ISSUE **	% PURCHASED	NUMBER OF SECURITIES STILL OUTSTANDING	NOMINAL VALUE OF EACH ISSUE STILL OUTSTANDING
Unnim	Obligaciones Subordinadas Caixa Sabadell 5ª Emisión	ES0214973044	600.00	570.00	44,375	25,293,750.00	53.2%	38,959	23,375,400
Unnim	Tercera Emisión de Obligaciones Subordinadas Caixa Terrassa	ES0214974034	1,000.00	950.00	41,845	39,752,750.00	69.7%	18,155	18,155,000
Unnim	3ª Emisión de Obligaciones Subordinadas Caixa Manlleu	ES0214841035	500.00	475.00	23,814	11,311,650.00	79.4%	6,186	3,093,000
Unnim	Cuarta Emisión de Obligaciones Subordinadas Caixa Terrassa	ES0214974042	1,000.00	950.00	67,396	64,026,200.00	96.3%	2,604	2,604,000
Unnim	Sexta Emisión de Obligaciones Subordinadas Caixa Terrassa	ES0214974117	1,000.00	950.00	25,285	24,020,750.00	72.2%	9,715	9,715,000
Unnim	Emisión de Obligaciones Subordinadas Caixa Sabadell Junio 2009	ES0214973077	1,000.00	950.00	30,122	28,615,900.00	86.1%	4,878	4,878,000
Unnim	Obligaciones Subordinadas Caixa d'estalvis Comarcal de Manlleu, emisión 5/89	ES0214841019	601.01	570.96	11,931	6,812,117.79	99.4%	69	41,495
Unnim	Primera Emisión de Obligaciones Subordinadas Caixa Sabadell	ES0214973010	601.01	570.96	28,715	16,395,102.04	99.0%	285	171,288
Unnim	Segunda Emisión de Obligaciones Subordinadas Caixa Sabadell	ES0214973028	601.01	570.96	9,880	5,641,079.86	98.8%	120	72,142
Unnim	Tercera Emisión de Obligaciones Subordinadas Caixa Sabadell	ES0314973027	600.00	570.00	49,633	28,290,810.00	99.3%	367	220,200
Unnim	Primera Emisión de Obligaciones Subordinadas Caixa Terrassa	ES0214974018	601.01	570.96	24,837	14,180,921.10	99.3%	163	97,965
Unnim	Segunda Emisión de Obligaciones Subordinadas Caixa Terrassa	ES0214974026	601.01	570.96	9,914	5,660,492.48	99.1%	86	51,708

**Pursuant to the provisions in the Note on Shares, the purchase price of the Unnim Securities is 95% of their nominal value, without taking into account the accrued interest, should it exist.*

*** Without taking into account the accrued interest, should it exist.*



Likewise, BBVA discloses that the Share Price for the effects of the public offering of BBVA shares for sale stands at €6.3024, according to the certificate issued for this purpose by the Bilbao securities exchange determining the arithmetic mean of the listed prices of the BBVA share at closing during the 5 trading days prior to 18th October 2012 (and including this date).

Consequently, pursuant to the provisions of the Note on Shares, a total of 64,229,358 ordinary BBVA shares that are held in treasury stock will be delivered to comply with the offer to purchase the Unnim Securities and the public offering of BBVA shares for sale.

Madrid, 19th October 2012

This Relevant Event Filing does not constitute an offer to sell or a solicitation of an offer to subscribe BBVA treasury shares, in any jurisdiction in which such offer or solicitation would be deemed illegal or, as the case may be, until the requirements applicable for those purposes have been complied with.

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