

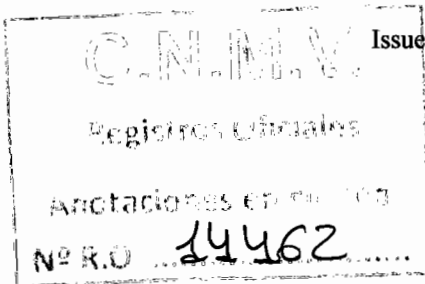


## FINAL TERMS

16 November 2016

### BBVA GLOBAL MARKETS B.V.

*(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)*  
(as "Issuer")



Issue of EUR 3,000,000 Equity Linked Notes due 2019 (the "Notes")

under the €2,000,000,000  
Structured Medium Term Note Programme

guarantee by

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**  
(incorporated with limited liability in Spain)  
(as "Guarantor")

Mr. Christian Mortensen, acting on behalf of BBVA Global Markets B.V. , (the Issuer) with registered office at Calle Saucedá, 28, 28050 Madrid, Spain in his capacity as director of the Issuer and according to the resolution of the general shareholders and board of directors meeting of 29 March 2016 agrees, under the terms and conditions of the €2,000,000,000 Structured Medium Term Note Programme Base Prospectus dated 31 March 2016 and the supplements to the Base Prospectus dated 12 May 2016, 10 August 2016 and 15 November 2016 which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) (the **Base Prospectus**) registered and approved by the Comisión Nacional del Mercado de Valores on 31 March 2016, to fix the following terms and conditions of issuance of Notes described herein and declares that the information contained in these Final Terms is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

In relation to the guarantee granted by Banco Bilbao Vizcaya Argentaria, S.A. (the Guarantor) in respect of the Notes, Mr. Christian Mortensen, acting on behalf of the Guarantor according to the resolution of the Board of Directors of the Guarantor dated 24 February 2016, with the signature of this document hereby accepts the Guarantor responsibility as guarantor of the Notes for the information contained in this document. Mr. Christian Mortensen, declares that the information regarding the Guarantee and the Guarantor contained in these Final Terms is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

These Notes are not intended for, and are not to be offered to, the public in any jurisdiction of the EEA

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the "Conditions") set forth in the Base Prospectus dated 31 March 2016 and the supplements to it dated 12 May 2016 10 August 2016 and 15 November 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the

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combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of CNMV ([www.cnmv.es](http://www.cnmv.es)) and on the Guarantor's website ([www.bbva.com](http://www.bbva.com)).

- |     |  |  |
|-----|--|--|
| 1.  | (i) Issuer:  | BBVA Global Markets B.V.<br><br>NIF: N0035575J   |
|     | (ii) Guarantor:  | Banco Bilbao Vizcaya Argentaria, S.A.<br>NIF: A48265169  |
| 2.  | (i) Series Number:   | 68   |
|     | (ii) Tranche Number:   | 1  |
|     | (iii) Date on which the Notes will be consolidated and form a single Series: | Not applicable   |
|     | (iv) Applicable Annex(es):   | Annex 1: Payout Conditions<br>Annex 3: Equity Linked Conditions  |
| 3.  | Specified Notes Currency :   | Euro ("EUR")   |
| 4.  | Aggregate Nominal Amount:  |  |
|     | (i) Series:  | EUR 3,000,000  |
|     | (ii) Tranche:  | EUR 3,000,000  |
| 5.  | Issue Price:   | 100 per cent. of the Aggregate Nominal Amount  |
| 6.  | Specified Denomination:  | EUR 100,000  |
|     | (i) Minimum Tradable Amount:   | Not applicable   |
|     | (ii) Calculation Amount:   | EUR 100,000  |
|     | (iii) Number of Notes issued:  | 30   |
| 7.  | (i) Issue Date:  | 16 November 2016   |
|     | (ii) Interest Commencement Date:   | Issue Date   |
| 8.  | Maturity Date:   | 18 November 2019 or if that is not a Business Day the immediately succeeding Business Day  |
| 9.  | Interest Basis:  | Reference Item Linked Interest:<br>Equity Linked Interest  |
| 10. | Redemption/Payment Basis:  | Equity Linked Redemption   |
| 11. | Reference Item(s):   | The following Reference Item will apply for Interest and Redemption determination purposes:<br>Repsol, S.A. (see paragraph 20 below) |
| 12. | Put/Call Options:  | Not applicable   |
| 13. | Knock-in Event:  | Applicable: Knock-in Value is less than the Knock-in   |

Price

- (i) Knock-in Value: RI Value  
Where,  
"RI Initial Value" means, in respect of the Reference Item, EUR 12.538  
"RI Value" means, in respect of the Reference Item and the Knock-in Determination Day, (i) the RI Closing Value for such Reference Item in respect of such Knock-in Determination Day, divided by (ii) the relevant RI Initial Value.
- (ii) Knock-in Price: 70 per cent
- (iii) Knock-in Range: Not applicable
- (iv) Knock-in Determination Day(s): The Redemption Valuation Date (see paragraph 32(xi) below)
- (v) Knock-in Determination Period: Not applicable
- (vi) Knock-in Period Beginning Date: Not applicable
- (vii) Knock-in Period Beginning Date Scheduled Trading Day Convention: Not applicable
- (viii) Knock-in Period Ending Date: Not applicable
- (ix) Knock-in Period Ending Date Scheduled Trading Day Convention: Not applicable
- (x) Knock-in Valuation Time: Scheduled Closing Time
14. Knock-out Event: Not applicable

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Interest: Applicable
- (i) Interest Period End Date(s): As per General Condition 4(b)
- (ii) Business Day Convention for Interest Period End Date(s): Not applicable
- (iii) Interest Payment Date(s):

i	Interest Payment Date
1	16 February 2017
2	16 May 2017
3	16 August 2017
4	16 November 2017
5	16 February 2018
6	16 May 2018

7	16 August 2018
8	16 November 2018
9	18 February 2019
10	16 May 2019
11	16 August 2019
12	18 November 2019

- (iv) Business Day Convention for Interest Payment Date(s): Following Business Day Convention
- (v) Margin(s): Not applicable
- (vi) Minimum Rate of Interest: Not applicable
- (vii) Maximum Rate of Interest: Not applicable
- (viii) Day Count Fraction: 1/1
- (ix) Determination Date(s): Not applicable
- (x) Rate of Interest: In respect of each Interest Payment Date, the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

**Rate of Interest (xi) - Digital One Barrier**

- (A) If the Coupon Barrier Condition is satisfied in respect of a Coupon Valuation Date:

**1.30%;**

- (B) Otherwise:

**Zero**

Where;

"**Coupon Barrier Condition**" means, in respect of a Coupon Valuation Date, that the Coupon Barrier Value on such Coupon Valuation Date, as determined by the Calculation Agent, is greater than or equal to 70%.

"**Coupon Barrier Value**" means the RI Value

"**RI Initial Value**" means, in respect of the Reference Item, EUR 12.538

"**RI Value**" means, in respect of the Reference Item and a Coupon Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such Coupon Valuation Date, divided by (ii) the relevant RI Initial Value.

16. Fixed Rate Note Provisions: Not applicable
17. Floating Rate Note Provisions: Not applicable

- 18. Zero Coupon Note Provisions:** Not Applicable
- 19. Index Linked Interest Provisions:** Not applicable
- 20. Equity Linked Interest Provisions:** Applicable
- (i) Share(s)/Share Company/Basket of Shares: Repsol, S.A.
- (ii) Share Currency: EUR
- (iii) ISIN of Share(s): ES0173516115
- (iv) Screen Page: REP SM <Equity>
- (v) Exchange(s): Madrid Stock Exchange
- (vi) Related Exchange(s): All Exchanges
- (vii) Depositary Receipt provisions: Not applicable
- (viii) Strike Date: Not applicable
- (ix) Strike Period: Not applicable
- (x) Averaging: Averaging does not apply to the Notes.
- (xi) Coupon Valuation Date(s):
- | i  | Coupon Valuation Date |
|----|-----------------------|
| 1  | 6 February 2017       |
| 2  | 8 May 2017            |
| 3  | 7 August 2017         |
| 4  | 6 November 2017       |
| 5  | 6 February 2018       |
| 6  | 7 May 2018            |
| 7  | 6 August 2018         |
| 8  | 6 November 2018       |
| 9  | 6 February 2019       |
| 10 | 6 May 2019            |
| 11 | 6 August 2019         |
| 12 | 6 November 2019       |
- (xii) Coupon Valuation Time: Scheduled Closing Time
- (xiii) Observation Date(s): Not applicable
- (xiv) Observation Period: Not applicable
- (xv) Exchange Business Day: (Single Share Basis)

(xvi)	Scheduled Trading Day:	(Single Share Basis)
(xvii)	Share Correction Period:	As set out in Equity Linked Condition 8
(xviii)	Disrupted Day:	As set out in Equity Linked Condition 8
(xix)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xx)	Extraordinary Events:	In addition to De-Listing, Insolvency, Merger Event and Nationalization, the following Extraordinary Events apply to the Notes: Tender Offer: Applicable Listing Change: Not applicable Listing Suspension: Not applicable Illiquidity: Not applicable Delayed Redemption on Occurrence of Extraordinary Disruption Event: Not applicable
(xxi)	Additional Disruption Events:	The following Additional Disruption Events apply to the Notes: Change in Law Failure to Deliver due to Illiquidity The Trade Date is 7 November 2016. Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
<b>21.</b>	<b>Inflation Linked Interest Provisions:</b>	Not applicable
<b>22.</b>	<b>Fund Linked Interest Provisions:</b>	Not applicable
<b>23.</b>	<b>Foreign Exchange (FX) Rate Linked Interest Provisions:</b>	Not applicable
<b>24.</b>	<b>Reference Rate Linked Interest/Redemption:</b>	Not applicable
<b>25.</b>	<b>Combination Note Interest:</b>	Not applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>26.</b>	<b>Final Redemption Amount:</b>	Calculation Amount * Final Payout
<b>27.</b>	<b>Final Payout:</b>	<b>Redemption (ix) - Versus Standard</b>  (A) If no Knock-in Event has occurred:  <b>100%; or</b>  (B) If a Knock-in Event has occurred:  <b>no Final Redemption Amount will be payable and Physical Delivery will apply</b>

**28. Automatic Early Redemption:**

Applicable

ST Automatic Early Redemption

(i) Automatic Early Redemption Event: AER Value is greater than or equal to the Automatic Early Redemption Price

(ii) AER Value: RI Value

**"RI Initial Value"** means, in respect of the Reference Item, EUR 12.538**"RI Value"** means, in respect of the Reference Item and an Automatic Early Redemption Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such Automatic Early Redemption Valuation Date, divided by (ii) the relevant RI Initial Value.

(iii) Automatic Early Redemption Payout: The Automatic Early Redemption Amount shall be determined in accordance with the following formula:

**Calculation Amount \* AER Percentage**

(iv) Automatic Early Redemption Price: 100 per cent.

(v) Automatic Early Redemption Range: Not applicable

(vi) AER Percentage: 100 per cent.

(vii) Automatic Early Redemption Date:

i	Automatic Early Redemption Date
1	16 February 2017
2	16 May 2017
3	16 August 2017
4	16 November 2017
5	16 February 2018
6	16 May 2018
7	16 August 2018
8	16 November 2018
9	18 February 2019
10	16 May 2019
11	16 August 2019

(viii) AER Additional Rate: Not applicable

(ix) Automatic Early Redemption Valuation Date:

i	Automatic Early Redemption Valuation Date
1	6 February 2017

2	8 May 2017
3	7 August 2017
4	6 November 2017
5	6 February 2018
6	7 May 2018
7	6 August 2018
8	6 November 2018
9	6 February 2019
10	6 May 2019
11	6 August 2019

- (x) Automatic Early Redemption Valuation Period(s): Not applicable
- (xi) Automatic Early Redemption Valuation Time: Scheduled Closing Time
- (xii) Averaging: Averaging does not apply to the Notes.
- 29. Issuer Call Option:** Not Applicable
- 30. Noteholder Put:** Not Applicable
- 31. Index Linked Redemption:** Not applicable
- 32. Equity Linked Redemption:** Applicable
- (i) Share/Basket of Shares: See paragraph 20(i) above
- (ii) Share Currency: See paragraph 20(ii) above
- (iii) ISIN of Share(s): See paragraph 20(iii) above
- (iv) Screen Page: See paragraph 20(iv) above
- (v) Exchange: See paragraph 20(v) above
- (vi) Related Exchange(s): All Exchanges
- (vii) Depositary Receipt provisions: Not applicable
- (viii) Strike Date: Not applicable
- (ix) Strike Period: Not applicable
- (x) Averaging: Averaging does not apply to the Notes
- (xi) Redemption Valuation Date(s): 6 November 2019
- (xii) Redemption Valuation Time: Scheduled Closing Time
- (xiii) Observation Date(s): Not applicable

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(xiv)	Observation Period:	Not applicable
(xv)	Exchange Business Day:	(Single Share Basis)
(xvi)	Scheduled Trading Day:	(Single Share Basis)
(xvii)	Share Correction Period:	As set out in Equity Linked Condition 8
(xviii)	Disrupted Days:	As set out in Equity Linked Condition 8
(xix)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xx)	Extraordinary Events:	In addition to De-Listing, Insolvency, Merger Event and Nationalization, the following Extraordinary Events apply to the Notes: Tender Offer: Applicable Listing Change: Not applicable Listing Suspension: Not applicable Illiquidity: Not applicable Delayed Redemption on Occurrence of Extraordinary Disruption Event: Not applicable
(xxi)	Additional Disruption Events:	The following Additional Disruption Events apply to the Notes: Change in Law Failure to Deliver due to Illiquidity The Trade Date is 7 November 2016.
<b>33.</b>	<b>Inflation Linked Redemption:</b>	Not applicable
<b>34.</b>	<b>Fund Linked Redemption:</b>	Not applicable
<b>35.</b>	<b>Credit Linked Redemption:</b>	Not applicable
<b>36.</b>	<b>Foreign Exchange (FX) Rate Linked Redemption:</b>	Not applicable
<b>37.</b>	<b>Combination Note Redemption:</b>	Not applicable
<b>38.</b>	<b>Provisions applicable to Instalment Notes:</b>	Not applicable
<b>39.</b>	<b>Provisions applicable to Physical Delivery:</b>	Applicable
(i)	Entitlement Amount:	<b>Calculation Amount / Performing RI Strike Price</b>

The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered (the "Equity Element") and in lieu thereof the Issuer will pay a residual amount (the "Residual Amount") equal to:

**(Entitlement Amount – Equity Element) \* Physical**

## Delivery Price

Where,

**"Entitlement Value"** means the Reference Item

**"Performing RI Strike Price"** means, in respect of the Redemption Valuation Date, the RI Initial Value of the Reference Item with the Entitlement Value on such Redemption Valuation Date

**"Physical Delivery Price"** means, in respect of the Redemption Valuation Date, the RI Closing Value in respect of the Reference Item with the Entitlement Value on such Redemption Valuation Date.

**"RI Initial Value"** means, in respect of the Reference Item, EUR 12.538

- |       |  |   |
|-------|--|---|
| (ii)  | Relevant Asset(s):   | The Reference Item  |
| (iii) | Cut-Off Date:  | Two (2) Business Days prior to the Maturity Date  |
| (iv)  | Settlement Business Day(s):  | TARGET  |
| (v)   | Delivery Agent:  | Banco Bilbao Vizcaya Argentaria, S.A.   |
| (vi)  | Assessed Value Payment Amount:   | Applicable  |
| (vii) | Failure to Deliver due to Illiquidity:   | Applicable  |
| 40.   | <b>Provisions applicable to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:</b> | Not Applicable  |
| 41.   | <b>Variation of Settlement:</b>  | The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 5(b)(ii) |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |  |
|-----|---|--|
| 42. | <b>Form of Notes:</b>   | Book-Entry Notes: Uncertificated, dematerialised book-entry form notes ( <i>anotaciones en cuenta</i> ) registered with Iberclear. |
|     | New Global Note (NGN):  | No   |
| 43. | (i) Financial Centre(s)   | Not Applicable   |
|     | (ii) Additional Business Centre(s)  | Not applicable   |
| 44. | <b>Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature):</b> | No   |
| 45. | <b>Redenomination, renominalisation and</b>   | Not applicable   |

**reconventioning provisions:**

- 46. Agents:** Banco Bilbao Vizcaya Argentaria, S.A. to act as Principal Paying Agent and Calculation Agent through its specified office at Calle Saucedo 28, 28050 Madrid, Spain
- 47. Additional selling restrictions:** Not Applicable

Signed on behalf of the Issuer and the Guarantor:

By:

Duly authorised

## PART B –OTHER INFORMATION

### 1. Listing and Admission to trading

Application has been made for the Notes to be admitted to trading on AIAF

### 2. Ratings

Ratings: The Notes have not been rated

### 3. Interests of Natural and Legal Persons Involved in the Issue

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- |                                 |  |
|---------------------------------|--|
| (i) Reasons for the offer:      | See " <i>Use of Proceeds</i> " wording in Base Prospectus  |
| (ii) Estimated net proceeds:    | EUR 3,000,000  |
| (iii) Estimated total expenses: | The estimated total expenses that can be determined as of the issue date are up to EUR 3,500 consisting of listing fees, such expenses exclude certain out-of pocket expenses incurred or to be incurred by or on behalf of the issuer in connection with the admission to trading |

### 5. Performance of Share, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying

The past and future performance, the volatility and background information about the share can be obtained from the relevant Exchange and from the corresponding Bloomberg Screen Page

Repsol, S.A.

Bloomberg Code: [REP SM] <Equity>

For a description of any market disruption or settlement disruption events that may affect the underlying and any adjustment rules in relation to events concerning the underlying (if applicable) please see Annex 3 in the Issuer's Base Prospectus.

The Issuer does not intend to provide post-issuance information

### 6. Operational Information

- |                   |                |
|-------------------|----------------|
| (i) ISIN Code:    | ES0305067516   |
| (ii) Common Code: | Not applicable |

- |       |  |                          |
|-------|--|--------------------------|
| (iii) | CUSIP:   | Not applicable           |
| (iv)  | Other Code(s):   | Not applicable           |
| (v)   | Any clearing system(s) other than Iberclear, Euroclear Bank S.A./N.V, Clearstream Banking, société anonyme and the Depository Trust Company approved by the Issuer and the Principal Paying Agent and the relevant identification number(s): | Not applicable           |
| (vi)  | Delivery:  | Delivery against payment |
| (vii) | Additional Paying Agent(s) (if any):   | Not applicable           |

**7. DISTRIBUTION**

- |      |   |   |
|------|---|---|
| 7.1. | Method of distribution:                                 | Non-syndicated  |
| 7.2. | If syndicated, names of Managers:                       | Not applicable  |
| 7.3. | If non-syndicated, name and address of relevant Dealer: | Banco Bilbao Vizcaya Argentaria, S.A.<br>C/ Saucedo, 28<br>28050 Madrid |
| 7.4. | Non-exempt Offer:                                       | Not Applicable  |

The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer(s) will be made by the Dealer(s) or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Notes by the Dealer(s) or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.

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Comisión Nacional del Mercado de Valores  
Mercados Primarios  
División de Mercados e Inversores  
Edison, 4  
28006 Madrid

Madrid, 10 de Noviembre 2016

Muy Señores Nuestros:

Por la presente solicitamos la inscripción en sus Registros Oficiales de la Comisión Nacional del Mercado de Valores ("CNMV") de la emisión de Notas Estructuradas Serie 68, por importe de 3,000,000 de euros de BBVA Global Markets, B.V., realizada al amparo del Programa de Emisión de Renta Fija y Notas Estructuradas de fecha 31 de marzo de 2016.

Para tal fin les adjunto el documento de Condiciones Finales de emisión.

Asimismo, les comunico que el firmante de este documento es Don Christian Mortensen y su firma legitimada está depositada en CNMV con ocasión de la inscripción en sus Registros Oficiales de Anotaciones en Cuenta de la verificación y registro del Folleto Base de BBVA Global Markets, B.V, "€ 2,000,000,000 Structured Medium Term Note Programme (Programa de Emisión de Renta Fija y Notas Estructuradas)" el día 17 de marzo de 2015. Los poderes del firmante de las condiciones finales y de la garantía siguen estando vigentes.

La persona de contacto en BBVA Global Markets B.V. es:

Pablo Escudero Navarrete  
e-mail: [mtn@bbva.com](mailto:mtn@bbva.com)  
Tfno: 91 5370703

Quedando a su disposición para cualquier aclaración que necesiten.

Atentamente,

Christian Mortensen  
BBVA Global Markets