



SECOND SUPPLEMENT DATED 11 SEPTEMBER 2012

TO THE BASE PROSPECTUS DATED 22 JUNE 2012

*Santander International Debt, S.A.
Unipersonal*

*(incorporated with limited liability in Spain)
and*

Santander Issuances, S.A. Unipersonal

*(incorporated with limited liability in Spain)
guaranteed by*

Banco Santander, S.A.

(incorporated with limited liability in Spain)

€32,000,000,000 Programme for the Issuance of Debt Instruments

This Second Supplement is dated 11 September 2012

This document constitutes a Supplement to the Base Prospectus dated 22 June 2012 for the purposes of Article 13 of the Law on Prospectuses for Securities dated 10 July 2005. This Supplement has been prepared pursuant to Article 16 of the Prospectus Directive in relation to instruments (the “Instruments”) issued under the above Programme and each of Santander International Debt, S.A. Unipersonal, Santander Issuances, S.A. Unipersonal (each, an “Issuer” and together the “Issuers”) and Banco Santander, S.A. (the “Guarantor”). The expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the Directive 2010/73/EU (“2010 PD Amending Directive”). The Base Prospectus has been approved on 22 June 2012, by the Luxembourg Commission de Surveillance du Secteur Financier (the “CSSF”), which is the Luxembourg competent authority for the purpose of the Prospectus Directive and relevant implementing measures in Luxembourg, as a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in Luxembourg for the purpose of giving information with regard to the issue of Instruments under the Programme during the period of twelve months after the date thereof.

This Supplement should be read in conjunction with the Base Prospectus dated 22 June 2012 and the First Supplement to the Base Prospectus dated 23 August 2012, respectively.

Each of Santander International Debt, S.A. Unipersonal and Santander Issuances, S.A. Unipersonal (the “**Issuers**”) accept responsibility for the information contained in this Supplement and confirms that, having taken all reasonable care to ensure that such in case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

1. ISSUERS’ INTERIM FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2012

SANTANDER INTERNATIONAL DEBT, S.A. UNIPERSONAL (“Santander International Debt”) has published an English language translation of its unaudited interim complete financial statements and explanatory notes for the six-month period ended 30 June 2012, including the Auditor’s Limited Review Report thereon (the “June 2012 Santander International Debt Financial Statements” or “SID June 2012 Financial Statements”) and SANTANDER ISSUANCES, S.A. UNIPERSONAL (“Santander Issuances”) has published an English language translation of its interim complete financial statements and explanatory notes for the six-month period ended 30 June 2012, including the Auditor’s Limited Review Report thereon (the “June 2012 Santander Issuances Financial Statements” or “Issuances June 2012 Financial Statements”). By virtue of this Supplement the information contained in the following tables are incorporated by reference in the Base Prospectus under paragraph 13.5 of the Section denominated “Financial Information concerning the Issuer’s Assets and Liabilities, Financial Position and Profits and Losses” (Page 43 of the Base Prospectus).

The table below set out the relevant page references in the “June 2012 Santander International Financial Statements” where the following information incorporated by reference in the Base Prospectus can be found:

Santander International Debt

Information Incorporated by Reference in this Base Prospectus	SID June 2012 Financial Statements (page references are to the electronic. Pdf version of the document)
1. Auditor’s Limited Review Report on Interim Financial Statements for the six-month period ended 30 June 2012.	A-1
2. Balance Sheets at 30 June 2012 and the comparative financial information of Santander International Debt at 31 December 2011.	A-3
3. Income Statements for the six months ended 30 June 2012 and the comparative financial information of Santander International Debt for the six months ended 30 June 2011.	A-4
4. Statements of changes in equity for the six month period ended 30 June 2012 and the six month period ended 30 June 2011 (presented for comparison purposes only).	A -5 and A-6
5. Cash Flow Statements for the six months ended 30 June 2012 and the comparative cash flow statements for Santander International Debt for the six months ended 30 June 2011.	A-7
6. Notes to the Interim Financial Statements for the six-month period ended 30 June 2012.	1 to 32

The table below set out the relevant page references in the “June 2012 Santander Issuances Financial Statements” where the following information incorporated by reference in the Base Prospectus can be found:

Santander Issuances

Information Incorporated by Reference in this Base Prospectus	Issuances June 2012 Financial Statements (page references are to the electronic. Pdf version of the document)
1. Auditor’s Limited Review Report on Interim Financial Statements for the six-month period ended 30 June 2012.	A-1
2. Balance Sheets at 30 June 2012 and the comparative financial information of	A-3

Santander Issuances at 31 December 2011.	
3. Income Statements for the six months ended 30 June 2012 and the comparative financial information of Santander Issuances for the six months ended 30 June 2011.	A-4
4. Statements of changes in equity for the six month period ended 30 June 2012 and the six month period ended 30 June 2011 (presented for comparison purposes only).	A -5 and A-6
5. Cash Flow Statements for the six months ended 30 June 2012 and the comparative cash flow statements for Santander Issuances for the six months ended 30 June 2011.	A-7
6. Notes to the Interim Financial Statements for the six-month period ended 30 June 2012.	1 to 18

The June 2012 Santander International Debt Financial Statements and the June 2012 Santander Issuances Financial Statements have been published in the website of the Guarantor (www.santander.com), copy of such documents can be obtained from the Issuers, the Issue and Paying Agent and of the Paying Agents as described in “Documents on Display” on pages 45 and 46 of the Base Prospectus. Any information not listed in the cross reference list but included in the documents incorporated by reference is not relevant for the investor. The document listed in this Supplement is added to the list of the documents set forth in the Base Prospectus on pages 29 to 34.

This Supplement and the information incorporated by reference herein shall be published on the Luxembourg Stock Exchange website (www.bourse.lu)

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 by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and in the First Supplement to the Base Prospectus dated 22 June 2012, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this supplement, to withdraw their acceptances. Therefore the final date of withdrawal in accordance with Article 13 (2) of the Luxembourg Law is the 13 September 2012.