

SUPPLEMENT DATED 10 SEPTEMBER, 2009 TO THE PROSPECTUS DATED 7 SEPTEMBER, 2009

SANTANDER ISSUANCES, S.A. UNIPERSONAL

(Incorporated with limited liability under the laws of the Kingdom of Spain)

**\$257,500,000 Fixed-to-Floating Callable Subordinated Notes Due 2019
fully and unconditionally guaranteed by**

BANCO SANTANDER, S.A.

(Incorporated with limited liability under the laws of the Kingdom of Spain)

This Supplement (the **Supplement**) to the Prospectus (the **Prospectus**) dated 7th September, 2009 constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by Santander Issuances, S.A. Unipersonal (the **Issuer**).

Each of the Issuer and Banco Santander, S.A. (the **Guarantor**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (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.

Amendment to ISIN / CUSIP

Where ISIN No. US059574AA18 or CUSIP No. 059574 AA1 appear in the Prospectus they shall be deemed deleted and replaced with ISIN No. US80281TAD00 or CUSIP No. 80281T AD0 (respectively), and where ISIN no. USE1979HKW18 or CUSIP No. E1979H KW1 appear in the Prospectus they shall be deemed deleted and replaced with ISIN No. USE8682YAS75 or CUSIP No. E8682YAS7 (respectively).

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.