



Final Terms dated 21 November 2012

Cassa depositi e prestiti S.p.A.

Issue of EUR 230,000,000 4.71 per cent Fixed Rate Notes due 23 November 2020

under the Euro 8,000,000,000

Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 14 May 2012 and the Supplements dated 20 July 2012, 4 October 2012 and 20 November 2012, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"), as subsequently amended (which includes the amendments made by Directive 2010/73/EU (the "**2010 PD Amending Directive**")). 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 such Base Prospectus as so supplemented. The Base Prospectus and the Supplements to the Base Prospectus are available for viewing on the internet website of the Luxembourg Stock Exchange (www.bourse.lu) and copies may be obtained from the Paying Agents at The Bank of New York Mellon (Luxembourg) SA, Italian branch, Via Carducci, 31, 20123 Milan, Italy and at The Bank of New York Mellon (Luxembourg) SA, 2-4 rue Eugene Ruppert, Vertigo Building - Polaris L-2453, Grand Duchy of Luxembourg.

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| 1. | (i) | Issuer: | Cassa Depositi e Prestiti S.p.A. |
| 2. | (i) | Series Number: | 42 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Euro ("EUR") |
| 4. | | Aggregate Nominal Amount of Notes: | EUR 230,000,000 |
| 5. | | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | | Specified Denominations: | EUR 100,000 plus integral multiples of EUR 100,000 in excess thereof |
| 7. | (i) | Issue Date: | 23 November 2012 |
| | (ii) | Interest Commencement Date (if different from the Issue Date) | Not Applicable |
| 8. | | Maturity Date: | 23 November 2020 |
| 9. | | Interest Basis: | 4.71 per cent. Fixed Rate
(further particulars specified below) |
| 10. | | Redemption/Payment Basis: | Redemption at par |



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| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior, unsecured and unsubordinated |
| | (ii) Date of Board of Directors approval for issuance of Notes obtained: | 27 June 2012 |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 4.71 per cent per annum payable annually in arrear |
| | (ii) Interest Payment Dates: | 23 November in each year from and including 23 November 2013 up to and including 23 November 2020, adjusted in accordance with the Following Business Day Convention for which the relevant Business Day is TARGET |
| | (iii) Fixed Coupon Amount[(s)]: | EUR 4,710 per Note in Nominal Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA), Unadjusted |
| | (vi) Determination Dates: | Not Applicable |
| | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |
| 18. | Index-Linked Interest Note/Credit-Linked Interest Note/Equity-Linked Interest Note, other variable-linked interest Note Provisions | Not Applicable |
| 19. | Dual Currency Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 20. | Call Option | Not Applicable |
| 21. | Put Option | Not Applicable |
| 22. | Final Redemption Amount of each Note | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
| 23. | Early Redemption Amount | As set out in the Conditions |



GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes:

Bearer Notes:

The Notes will be held in dematerialised form on behalf of the beneficial owners, until redemption or cancellation thereof, by Monte Titoli (with registered office and principal place of business at Piazza Affari 6, 20123 Milan, Italy), for the account of the relevant Monte Titoli Account Holders. The Notes have been accepted for clearance by Monte Titoli. The Notes will at all times be held in book entry form and title to the Notes will be evidenced by book entries pursuant to the provisions of Legislative Decree No. 58 and CONSOB and Bank of Italy Regulation. No physical document of title will be issued in respect of the Notes.

25. Financial Centre(s) or other special provisions relating to Payment Dates: TARGET
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. Other final terms: Not Applicable

DISTRIBUTION

32. (i) If syndicated, names of Managers: Not Applicable
(ii) Stabilising Manager(s) (if any): Not Applicable
33. If non-syndicated, name of Dealer: Unicredit Bank AG
34. Reference Bank: Not Applicable
35. Additional selling restrictions: Not Applicable


LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 8,000,000,000 Euro Medium Term Note Programme of Cassa depositi e prestiti S.p.A.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in these Final Terms is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Signed on behalf of the Issuer:

By: 

Duly authorised

By: 

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

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|-------|---|---|
| (i) | Listing: | Luxembourg |
| (ii) | Admission to trading: | Application has been made by the Issuer for the Notes to be admitted to the official list and to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 23 November 2012. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 4,360.00 |

2 RATINGS

Ratings:

The Notes to be issued have been rated:

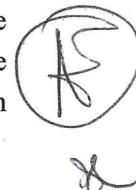
Fitch: A-

Moody's: Baa2

Moody's Investors Service Limited is established in the European Union and is registered under Regulation (EC) No 1060/2009, as amended by Regulation (EU) No. 513/2011 (the "CRA Regulation"). As such Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

Fitch Ratings Limited is established in the European Union and is registered under the CRA Regulation. As such Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an



application for registration in accordance with the CRA Regulation and such registration is not refused.

3 NOTIFICATION

No request has been made for a certificate permitting public offers of the Notes in other Member States of the European Union.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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|---------------------------------|--|
| (i) Reasons for the offer | See "Use of Proceeds" wording in Base Prospectus |
| (ii) Estimated net proceeds: | EUR 230,000,000 |
| (iii) Estimated total expenses: | Not Applicable |

6 Fixed Rate Notes only – YIELD

Indication of yield: 4.71 per cent.

The yield has been calculated at 9 November 2012 on the basis of the Issue Price. It is not an indication of future yield.

7 PERFORMANCE OF INDEX/FORMULA/other variable and other information concerning the underlying (to be included for derivative securities to which Annex XII of the Prospectus Directive Regulation applies)

Not Applicable.

8 PERFORMANCE OF RATES OF EXCHANGE

Not Applicable.

9 OPERATIONAL INFORMATION

ISIN Code: IT0004870199

Common Code: 085768433

Any clearing system(s) other than Monte Titoli, Euroclear Bank S.A./N.V. and Clearstream Banking Societe Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery versus payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

