

CEMEX SAB DE CV  
Form F-6EF  
June 06, 2011

As filed with the Securities and Exchange Commission on June 6, 2011

Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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CEMEX, S.A.B. de C.V.  
(Exact name of issuer of deposited securities as specified in its charter)

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CEMEX Corp.  
(Translation of issuer's name into English)

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United Mexican States  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depository as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

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Corporate Creations Network, Inc.  
1040 Avenue of the Americas, #2400  
New York, New York 10018  
(845) 510-9655  
(Address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

|   |   |
|---|---|
| Robert M. Chilstrom, Esq.<br>Skadden Arps, Slate,<br>Meagher & Flom LLP<br>Four Times Square<br>New York, New York<br>10036 | Herman H. Raspé, Esq.<br>Patterson Belknap Webb &<br>Tyler LLP<br>1133 Avenue of the Americas<br>New York, New York 10036 |
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It is proposed that this filing become effective under Rule 466:

Ⓜ immediately upon filing.  
o on (Date) at (Time).



This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption  | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus |
|--|--|
| 1. Name of Depository and address of its principal executive office  | Face of Receipt - Introductory Article.  |
| 2. Title of Receipts and identity of deposited securities  | Face of Receipt - Top Center and Introductory paragraph.                                       |
| Terms of Deposit:  |  |
| (i) The amount of deposited securities represented by one American Depository Share ("ADSs")                         | Face of Receipt - Upper right corner.  |
| (ii) The procedure for voting, if any, the deposited securities  | Reverse of Receipt - Paragraphs (14), (17) and (18).   |
| (iii) The collection and distribution of dividends   | Reverse of Receipt - Paragraphs (14), (15), and (17).  |
| (iv) The transmission of notices, reports and proxy soliciting material  | Face of Receipt - Paragraph (13);<br>Reverse of Receipt - Paragraphs (16) and (17).            |
| (v) The sale or exercise of rights   | Reverse of Receipt - Paragraphs (14), (15) and (16).   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                   | Face of Receipt - Paragraphs (3) and (6);<br>Reverse of Receipt - Paragraphs (15) and (19).    |
| (vii) Amendment, extension or termination of the deposit agreement   | Reverse of Receipt - Paragraphs (22), (23) and (24).   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs | Face of Receipt - Paragraph (13).  |



| Item Number and Caption   | Location in Form of American<br>Depository Receipt (“Receipt”)<br>Filed Herewith as Prospectus |
|---|--|
| (ix) Restrictions upon the right to deposit<br>or withdraw the underlying securities  | Face of Receipt – Paragraphs (2), (3), (4), (6),<br>(7) and (9).                               |
| (x) Limitation upon the liability of the<br>Depository                                | Face of Receipt - Paragraph (7);<br>Reverse of Receipt - Paragraphs (20) and<br>(21).          |
| 3. Fees and charges which may be imposed directly or<br>indirectly on holders of ADSs | Face of Receipt - Paragraph (10).  |
| Item 2. AVAILABLE INFORMATION   | Face of Receipt - Paragraph (13).  |

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit (a)(i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(i) Form of receipt. — Filed herewith as Exhibit (a)(i).
- (a)(ii) Amendment No. 1 to the Second Amended and Restated Deposit Agreement, dated as of July 1, 2005, by and among CEMEX, S.A.B. de C.V. (the “Company”), Citibank, N.A., as Depositary (the “Depositary”), and all Holders and Beneficial Owners from time to time of American Depositary Shares (“ADSs”) evidenced by American Depositary Receipts (“ADRs”) issued thereunder. — Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-161793.
- (a)(iii) Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of ADSs evidenced by ADRs issued thereunder. — Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-11338.
- (a)(iv) Amended and Restated Deposit Agreement, dated as of March 29, 1999, by and among the Company, the Depositary and all Holders and Beneficial Owners of ADRs issued thereunder. — Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-10678.
- (b)(i) Letter Agreement, dated as of March 15, 2011, by and between the Company and the Depositary to establish a restricted ADS series. — Filed herewith as Exhibit(b)(i).
- (b)(ii) Letter Agreement, dated as of March 15, 2011, by and between the Company and the Depositary in respect of a convertible bond issuance. — Filed herewith as Exhibit (b)(ii).
- (b)(iii) Letter Agreement, dated as of March 30, 2010, by and between the Company and the Depositary to establish a restricted ADS series. — Filed herewith as Exhibit (b)(iii).
- (b)(iv) Letter Agreement, dated as of March 30, 2010, by and between the Company and the Depositary in respect of a convertible bond issuance. — Filed herewith as Exhibit (b)(iv).
- (b)(v) Letter Agreement, dated as of October 12, 2007, by and between the Company and the Depositary to enable the establishment of a direct registration system for ADSs. — Previously filed and incorporated by reference to the Registration Statement on Form F-6, Reg. No. 333-161793.



- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years.  None.
- (d) Opinion of Patterson Belknap Webb & Tyler LLP, counsel for the Depositary as to the legality of the securities to be registered.  Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466.  Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company.  Set forth on the signature pages hereto.

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Item 4. UNDERTAKINGS

The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, by and among CEMEX, S.A.B. de C.V., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts to be issued thereunder, as further amended and supplemented, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 6th day of June, 2011.

Legal entity created by the Second Amended and Restated Deposit Agreement, dated as of August 10, 1999, as further amended and supplemented, under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing ten (10) CPOs, each CPO representing economic interests in two (2) Series A Shares and one (1) Series B Share, in each case held in the CPO Trust of CEMEX, S.A.B. de C.V.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Keith G. Galfo

|        |                |
|--------|----------------|
| Name:  | Keith G. Galfo |
| Title: | Vice President |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-6, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Pedro Garza García, Nuevo León, México, on the 6th day of June, 2011.

CEMEX, S.A.B. de C.V.

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: General Counsel

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints each of Fernando A. González Olivieri, José Antonio González Flores, Héctor José Vela Dib, Ramiro G. Villarreal Morales, René Delgadillo Galván and Luis Alfonso García Campuzano or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) under the Securities Act and to sign any instrument, contract, document or other writing of or in connection with this Registration Statement and any amendments and supplements thereto (including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registrant Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signatures  | Title  | Date         |
|---|--|--------------|
| /s/ Lorenzo H. Zambrano<br>Treviño<br>Lorenzo H. Zambrano Treviño | Chief Executive Officer and<br>Chairman of the Board of Directors<br>(Principal Executive Officer) | June 6, 2011 |
| Lorenzo Roberto Milmo<br>Zambrano                                 | Director   |              |
| /s/ Armando J. García Segovia<br>Armando J. García Segovia        | Director   | June 6, 2011 |
| /s/ Rodolfo García Muriel<br>Rodolfo García Muriel                | Director   | June 6, 2011 |
| /s/ Rogelio Zambrano Lozano<br>Rogelio Zambrano Lozano            | Director   | June 6, 2011 |
| /s/ Tomás Milmo Santos<br>Tomás Milmo Santos                      | Director   | June 6, 2011 |

| Signatures   | Title  | Date         |
|--|--|--------------|
| /s/ Roberto Luis Zambrano Villarreal<br>Roberto Luis Zambrano Villarreal   | Director   | June 6, 2011 |
| /s/ Bernardo Quintana Isaac<br>Bernardo Quintana Isaac                     | Director   | June 6, 2011 |
| /s/ Dionisio Garza Medina<br>Dionisio Garza Medina                         | Director   | June 6, 2011 |
| /s/ Alfonso Carlos Romo Garza<br>Alfonso Carlos Romo Garza                 | Director   | June 6, 2011 |
| /s/ José Manuel Rincón Gallardo Purón<br>José Manuel Rincón Gallardo Purón | Director   | June 6, 2011 |
| /s/ José Antonio Fernández Carbajal<br>José Antonio Fernández Carbajal     | Director   | June 6, 2011 |
| /s/ Rafael Rangel Sostmann<br>Rafael Rangel Sostmann                       | Director   | June 6, 2011 |
| /s/ Fernando A. González Olivieri<br>Fernando A. González Olivieri         | Executive Vice President of Finance and<br>Administration and Chief Financial Officer<br>(Principal Financial Officer) | June 6, 2011 |
| /s/ Rafael Garza Lozano<br>Rafael Garza Lozano                             | Chief Comptroller  | June 6, 2011 |
| /s/ Diana Urrego<br>Corporate Creations Network Inc.                       | Authorized Representative in the United States   | June 6, 2011 |
| By: Diana Urrego<br>Authorized Signatory                                   |  |              |

Index to Exhibits

| Exhibit  | Document                             | Sequentially<br>Numbered Page |
|----------|--------------------------------------|-------------------------------|
| (a)(i)   | Form of Receipt                      |                               |
| (b)(i)   | Letter Agreement                     |                               |
| (b)(ii)  | Letter Agreement                     |                               |
| (b)(iii) | Letter Agreement                     |                               |
| (b)(iv)  | Letter Agreement                     |                               |
| (d)      | Opinion of counsel to the Depositary |                               |
| (e)      | Certificate under Rule 466           |                               |