

AMERICA MOVIL SAB DE CV/
Form F-6
July 20, 2016

As filed with the Securities and Exchange Commission on July 20, 2016 Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

America Mobile
(Translation of issuer's name into English)

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

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

399 Park Avenue
New York, New York 10043
(877) 248-4237
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue (13th floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Nicolas Grabar Herman H. Raspé, Esq.

Cleary Gottlieb Steen & Patterson Belknap Webb &
 Hamilton LLP Tyler LLP
 One Liberty Plaza 1133 Avenue of the Americas
 New York, New York 10006 New York, New York 10036

It is proposed that this filing become effective under Rule 466: immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box :

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| American Depositary Shares (ADS(s)), each ADS representing the right to receive 20 Series L Shares of América Móvil, S.A.B. de C.V. | 1,500,000,000 ADSs | \$ 5.00 | \$75,000,000 | \$7,552.50 |

*Each unit represents 100 ADSs.

**Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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 Depository Receipt (“Receipt”) 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. |
| 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 (17) and (18). |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph (15) and (17). |
| (iv) The transmission of notices, reports and proxy soliciting material | Face of Receipt - Paragraph (14); Reverse of Receipt - Paragraph (18). |
| (v) The sale or exercise of rights | Face of Receipt – Paragraphs (3), (4) and (6). Reverse of Receipt – Paragraphs (15) and (17). |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (15), (17) and (19). |
| (vii) Amendment, extension or termination of the deposit agreement | Reverse of Receipt - Paragraphs (23) and (24) (no provision for extensions). |
| (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 (14). |

Location in Form of American
Depository Receipt (“Receipt”)
Filed Herewith as Prospectus

Item Number and Caption

(ix) Restrictions upon the right to deposit or withdraw
the underlying securities

Face of Receipt – Paragraphs (2), (3), (4),
(6), (7), (9) and (10).

(x) Limitation upon the liability of the Depository

Face of Receipt - Paragraph (8);
Reverse of Receipt - Paragraphs (20) and
(21).

3. Fees and charges which may be imposed directly or
indirectly on holders of ADSs

Face of Receipt - Paragraph (11).

Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (14).

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), 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 to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) 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) Form of Amended and Restated Deposit Agreement, by and among América Móvil, S.A.B. de C.V. (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (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 counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

Item 4.

UNDERTAKINGS

- (a) 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.
- (b) 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 Amended and Restated Deposit Agreement, by and among América Móvil, 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 to be issued thereunder, 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 20th day of July 2016.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive 20 Series L Shares of América Móvil, S.A.B. de C.V.

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

By: /s/ Leslie A. Deluca
Name: Leslie A. Deluca
Title: Vice President

SIGNATURES OF AMÉRICA MÓVIL, S.A.B. DE C.V.

Pursuant to the requirements of the Securities Act of 1933, América Móvil, S.A.B. de C.V. 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 Mexico City, Mexico, on July 20, 2016.

AMÉRICA MÓVIL, S.A.B. DE C.V.

By: /s/ Carlos José García Moreno Elizondo
Name: Carlos José García Moreno Elizondo
Title: Attorney-in-Fact

By: /s/ Alejandro Cantú Jiménez
Name: Alejandro Cantú Jiménez
Title: Attorney-in-Fact

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below hereby constitutes and appoints Daniel Hajj Aboumrad, Carlos José García Moreno Elizondo and Alejandro Cantú Jiménez, jointly and severally (with full power to each of them to act alone) his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement on Form F-6, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his/her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

This power of attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated in respect of América Móvil, S.A.B. de C.V. on July 20, 2016.

| Signature | Title |
|--|--|
| /s/ Daniel Hajj Aboumrad Daniel Hajj Aboumrad | Chief Executive Officer and Director |
| /s/ Carlos José García Moreno Elizondo Carlos José García Moreno Elizondo | Chief Financial Officer |
| /s/ José Elías Briones Capetillo José Elías Briones Capetillo | Chief Accounting Officer |
| /s/ Carlos Slim Domit Carlos Slim Domit | Chairman of the Board of Directors |
| /s/ Patrick Slim Domit Patrick Slim Domit | Vice Chairman of the Board of Directors |
| Carlos Slim Helú | Director |
| /s/ Luis Alejandro Soberón Kuri Luis Alejandro Soberón Kuri | Director |
| Antonio Cosío Pando | Director |
| /s/ Ernesto Vega Velasco Ernesto Vega Velasco | Director |
| /s/ Carlos Bremer Gutiérrez Carlos Bremer Gutiérrez | Director |

Signature of Authorized Representative of América Móvil, S.A.B. de C.V.

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of América Móvil, S.A.B. de C.V., has signed this registration statement in the City of Newark, State of Delaware, on July 20, 2016.

Signature

Title

/s/ Donald J. Puglisi

Authorized Representative in the United
States

Donald J. Puglisi

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Index to Exhibits

| Exhibit | Document | Sequentially Numbered Page |
|---------|---|-------------------------------|
| (a) | Form of Amended and Restated Deposit Agreement | |
| (d) | Opinion of counsel to the Depositary | |

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