

RINKER GROUP LTD
Form SC TO-T/A
April 17, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Schedule TO/A

**(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1)
of the Securities Exchange Act of 1934
(Amendment No. 15)**

**RINKER GROUP LIMITED
ABN 53 003 433 118**

(Name of Subject Company (issuer))

**CEMEX Australia Pty Ltd
ACN 122 401 405**

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

(Names of Filing Persons (offerors))

Ordinary shares

American Depositary Shares (each representing five ordinary shares)

(Titles of Classes of Securities)

Ordinary Shares, ISIN AU000000RIN3

American Depositary Shares, CUSIP 76687M101, ISIN US76687M1018

(CUSIP and ISIN Numbers of Classes of Securities)

**Mr. Ramiro G. Villarreal Morales
General Counsel
Av. Ricardo Margain Zozaya #325,
Colonia Valle del Campestre,
Garza Garcia, Nuevo Leon, Mexico 66265**

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(Name, address and telephone number of
person authorized to receive notices and communications on behalf of filing persons)

Copy to:
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Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾
\$3,262,941,077

Amount of Filing Fee⁽²⁾
\$100,172

⁽¹⁾Estimated solely for the purpose of calculating the filing fee in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934 (the "Exchange Act"), the transaction valuation is calculated by multiplying (i) 895,059,958 ordinary shares, which is the maximum number of ordinary shares of Rinker Group Limited, including 22,479,805 ordinary shares represented by 4,495,961 ADSs (according to documents filed by Rinker with the Australian Stock Exchange), subject to the Offer, by (ii) 23%, which is the percentage of US Holders of Rinker Securities (according to Rinker's annual report on Form 20-F filed on May 23, 2006), and by (iii) the purchase price of \$15.85 in cash for each ordinary share and \$79.25 for each ADS. Terms used and not defined in the preceding sentence are defined below.

⁽²⁾ The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Advisory No. 6 for the fiscal year 2007, equals \$30.70 per \$1,000,000 of transaction valuation. \$286,357 was paid on November 14, 2006, in accordance with Fee Advisory No. 3 for Fiscal Year 2007.

☒ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$286,357

Form or Registration No.: Schedule TO

Filing Party: CEMEX Australia Pty Ltd, ACN 122 401 405,
CEMEX, S.A.B. de C.V.

Date Filed: November 14, 2006

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third-party tender offer subject to Rule 14d-1.

- o issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3
- o amendment to Schedule 13D under Rule 13d-2

This Amendment No. 15 amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 14, 2006 (the “Schedule TO”) and amended thereafter. The Schedule TO, as amended, relates to the offer by CEMEX Australia Pty Ltd (“Bidder”), a proprietary company registered under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V. (“CEMEX”), to acquire all the outstanding ordinary shares and American depositary shares of Rinker Group Limited, a public company registered under the laws of New South Wales, Australia (“Rinker”), upon the terms and subject to the conditions of the offer (the “Offer”) (including, if the Offer is extended or amended, the terms and conditions of any such extension or amendment), as described in the Bidder’s Statement, dated October 30, 2006 (as amended, the “Bidder’s Statement”). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO, as amended. Capitalized terms used herein that are not otherwise defined have the meanings given to them in the Bidder’s Statement.

Item 4. Terms of the Transaction.

On April 17, 2007, Bidder lodged a copy of the Fourth Supplementary Bidder’s Statement, dated April 17, 2007 (the “Fourth Supplementary Bidder’s Statement”), with the Australian Securities and Investment Commission. The Fourth Supplementary Bidder’s Statement is to be read together with the Bidder’s Statement. The Fourth Supplementary Bidder’s Statement is attached as Exhibit (a)(1)(Q).

Item 5. Past Contacts, Transactions, Negotiations and Agreements

On March 9, 2007, Mr. Lorenzo Zambrano, Chairman and CEO of CEMEX, contacted Mr. John Morschel, Chairman of Rinker, and proposed a meeting. On March 21, 2007, Mr. Zambrano, Mr. Hector Medina, Executive Vice President of Planning and Finance of CEMEX, Mr. Morschel, and Mr. Jack Thompson, a member of the Rinker board, met in San Francisco to discuss the Offer. On April 2, 2007, Mr. Zambrano and Mr. Medina met again with Mr. Morschel and Mr. Thompson to discuss the potential terms of a revised Offer, the possibility of a recommendation of such revised Offer and the extent of any increase in the consideration under such revised Offer.

On April 4, 2007, Mr. Morschel called Mr. Zambrano to inform him of various issues to be resolved before the Rinker board would be willing to recommend the Offer at a negotiated higher price and with reduced defeating conditions. Mr. Zambrano and Mr. Morschel agreed that CEMEX should be permitted to conduct limited due diligence to determine if it would be willing to raise the price in the Offer and that legal counsel to CEMEX and Rinker should be instructed to draft a suitable agreement to reflect the terms of any improved Offer. On April 5, 2007, Rinker and CEMEX entered into a confidentiality agreement. Ultimately, on the evening of April 9, 2007 (New York Time), or April 10, 2007 (Sydney Time), the parties executed the Bid Agreement by and among CEMEX, Bidder, and Rinker (the “Bid Agreement”), which sets forth, among other things, the terms and conditions upon which Bidder would amend the Offer.

On April 16, 2007, Rinker, Bidder and CEMEX entered into a letter agreement (the “Letter Agreement”) amending certain terms of the Bid Agreement relating to agreed timing of the issue of supplementary takeover documents. Bidder agreed to file and disseminate the supplementary Bidder’s Statement to Rinker Securityholders within 6 business days after the announcement of the variation of the Offer. The Rinker directors agreed, in the absence of a superior proposal, to issue a supplementary target’s statement on or before the later of April 27, 2007 (Sydney Time) and 7 business days after Bidder files an amended Schedule TO and supplementary Bidder’s Statement. The Letter Agreement is attached as Exhibit (a)(1)(R).

Item 11. Additional Information

On April 17, 2007, Bidder filed a notice with the Australian Stock Exchange stating that the Offer Period has been extended until 5:00 AM (New York Time) / 7:00 PM (Sydney Time) on May 18, 2007.

Item 12. Exhibits.

Exhibit	Description
(a)(1)(Q)	Fourth Supplementary Bidder's Statement.
(a)(1)(R)	Letter Agreement, dated April 16, 2007

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 17, 2007

CEMEX Australia Pty Ltd

By: /s/ Ramiro G. Villarreal Morales
Name: Mr. Ramiro G. Villarreal
Morales
Title: Director

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

By: /s/ Ramiro G. Villarreal Morales
Name: Mr. Ramiro G. Villarreal
Morales
Title: General Counsel

Exhibit Index.

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