

**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. 22)**

**RINKER GROUP LIMITED**

**ABN 53 003 433 118**

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(Name of Subject Company (issuer))

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

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

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(Names of Filing Persons (offerors))

**Ordinary shares**

**American Depositary Shares (each representing five ordinary shares)**

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(Titles of Classes of Securities)

**Ordinary Shares, ISIN AU000000RIN3**

**American Depositary Shares, CUSIP 76687M101, ISIN US76687M1018**

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(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**

**+52 81 8888 8888**

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

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

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation<sup>(1)</sup></b>	<b>Amount of Filing Fee<sup>(2)</sup></b>
\$3,262,941,077	\$100,172

<sup>(1)</sup> 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.

<sup>(2)</sup> 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.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

This Amendment No. 22 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.**

At 6:41 PM (Sydney Time) on June 7, 2007 / 4:41 AM (New York Time) on June 7, 2007, CEMEX announced that more than 50% of the outstanding Rinker Securities have been tendered into the Offer and CEMEX declared the Offer unconditional. The May 10, 2007 Press Release of CEMEX (filed as an Exhibit to Schedule TO Amendment No. 19) stated that if CEMEX's aggregate interest in Rinker Securities exceeds 50%, CEMEX will declare the Offer unconditional and terminate withdrawal rights which arise under Rule 14d-7 and Section 14(d)(5) of the Securities Exchange Act of 1934. Accordingly, withdrawal rights were terminated at the time the Offer was declared unconditional. The Press Release of CEMEX dated June 7, 2007 is attached as Exhibit (a)(5)(F).

**Item 12. Exhibits.**

**Exhibit**  
**(a)(5)(F)**

**Description**  
Press Release of CEMEX dated June 7, 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: June 7, 2007

CEMEX Australia Pty Ltd

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: Director

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

By: /s/ Ramiro G. Villarreal Morales

Name: Ramiro G. Villarreal Morales

Title: General Counsel

**Exhibit Index.**

**Exhibit  
(a)(5)(F)**

**Description**

Press Release of CEMEX dated June 7, 2007.

**Media Relations**  
Jorge Pérez  
(52-81) 8888-4334

**Investor Relations**  
Eduardo Rendón  
(52-81) 8888-4256

**Analyst Relations**  
Ricardo Sales  
(212) 317-6008

**Australian Media Contact**  
Martin DeBelle  
(61-2) 9252-0622



**CEMEX ACHIEVES MORE THAN 50%  
INTEREST IN RINKER**

**OFFER FOR RINKER DECLARED UNCONDITIONAL**

**OFFER CLOSES JUNE 22, 2007**

**MONTERREY, MEXICO, June 7, 2007.**- CEMEX S.A.B. de C.V. (NYSE: CX) announced today that it has received support from 50.34% of the shares of Rinker Group Limited ("Rinker") (ASX: RIN, NYSE ADR: RIN) under its Offer to acquire Rinker shares. As a result, CEMEX has declared its Offer for Rinker to be unconditional and will process acceptances for payment in accordance with the Offer.

Lorenzo H. Zambrano, Chairman of the Board and CEO of CEMEX said: "We are pleased with the support we have received from the Rinker shareholders who to date have accepted our Offer. We are looking forward to the integration of Rinker, which will create one of the world's largest building materials companies."

CEMEX encourages remaining Rinker shareholders to accept the Offer before the scheduled closing date of June 22, 2007 (Sydney time). The Rinker Board has unanimously recommended the Offer and will accept the Offer for their own shares.<sup>1</sup> There is no reason to delay acceptance as the Offer is now unconditional and the Offer Price of US\$15.85 has been declared final and cannot be increased.<sup>1</sup>

With majority ownership now achieved, CEMEX will take control of Rinker in due course. Shareholders who do not accept the Offer will become minority holders in Rinker.

CEMEX has proposed that a formal handover occur during the week commencing June 18, 2007. Rinker has confirmed that, as part of that handover and at the request of CEMEX, all Rinker directors will retire from the board in favor of CEMEX's nominees. CEMEX intends to nominate the following persons for appointment to the Rinker board: Mr. Hector Medina (Executive Vice President of Planning and Finance, CEMEX), Mr. Juan Pablo San Agustin (Senior Vice President of Corporate Strategic Planning, CEMEX), Mr. Ramiro Villarreal (General Counsel and Secretary of the Board, CEMEX)

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<sup>1</sup>In each case, in the absence of a superior proposal.

and Mr. Stephen Walker. CEMEX has also engaged an independent executive search firm to assist in identifying an additional director.

#### **Acceptances**

CEMEX has acceptances in respect of 314,255,971 of Rinker shares, and is in the course of processing acceptances for a further 136,292,399 Rinker shares tendered in accordance with the terms of the Institutional Acceptance Facility described in the Fifth Supplementary Bidder's Statement. This represents 50.34% of Rinker shares in total.

#### **Termination of withdrawal rights**

As the Offer has become unconditional, the withdrawal rights which arise under Rule 14d-7 and Section 14(d)(5) of the Securities Exchange Act of 1934 in relation to acceptances of the Offer (as described in Section 7.3 of the Bidder's Statement) are terminated with immediate effect.

#### **Offer closing date**

CEMEX notes that the Offer is scheduled to close at 7:00 P.M. (Sydney time) / 5:00 A.M. (New York time) on Friday, June 22, 2007. CEMEX might decide to further extend the offer as contemplated by the Corporations Act.

CEMEX is a growing global building solutions company that provides high-quality products and reliable service to customers and communities in more than 50 countries throughout the world. CEMEX has a rich history of improving the well-being of those it serves through its efforts to pursue innovative industry solutions and efficiency advancements and to promote a sustainable future. For more information, visit [www.cemex.com](http://www.cemex.com).

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*This document includes "forward-looking statements." These statements contain the words "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning. All statements other than statements of historical facts included in this document, including, without limitation, those regarding CEMEX's financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to CEMEX's products and services) are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of CEMEX to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding CEMEX's operations and present and future business strategies and the environment in which CEMEX will operate in the future. These forward-looking statements speak only as of the date of this document. Accordingly, there can be no assurance that such statements, estimates or projections will be realized. None of the projections or assumptions in this document should be taken as forecasts or promises nor should they be taken as implying any indication, assurance or guarantee that the assumptions on which such projections have been prepared are correct or exhaustive or, in the case of assumptions, fully stated in this press release. CEMEX expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking information contained herein to reflect any change in CEMEX's results or expectations with regard thereto or any change in events, conditions or circumstances on which any such*



statement is based, except as required by law. The projections and forecasts included in the forward-looking statements herein were not prepared in accordance with published guidelines of the American Institute of Certified Public Accountants, the Commission or any similar body or guidelines regarding projections and forecasts, nor have such projections or forecasts been audited, examined or otherwise reviewed by the independent auditors of the Company. You should not place undue reliance on these forward-looking statements.

**Notice under section 650F of the Corporations Act 2001 (Cth)**

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To: Rinker Group Limited (ACN 003 433 118) ("**Rinker**")  
ASX Limited

CEMEX Australia Pty Ltd ("**CEMEX**") gives notice under section 650F of the *Corporations Act 2001* (Cth) that:

1. it has freed its offers dated November 14, 2006 for all of the ordinary shares and American depositary receipts issued in Rinker (the "**Offer**") from the 90% minimum acceptance condition set out in section 8.6(a) of its Bidder's Statement dated October 30, 2006;
2. each of the Offers, and each contract resulting from acceptances of the Offers, is now free from all of the defeating conditions set out in section 8.6 of the Bidder's Statement; and
3. CEMEX Australia Pty Ltd has voting power of 35.11% in Rinker as at the date of this notice, which will increase to 50.34% once all of the Rinker shares tendered into the Institutional Acceptance Facility described in the Fifth Supplementary Bidder's Statement are processed.

Dated: June 7, 2007 (Sydney time)

/s/ Ramiro G. Villareal

**Ramiro G. Villarreal**

Director

For and on behalf of CEMEX Australia Pty Ltd