

**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. 13)**

**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)

**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

**Transaction Valuation**<sup>(1)</sup>  
\$2,676,229,274

**Amount of Filing Fee**<sup>(2)</sup>  
\$286,357

<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 US\$13.00 in cash for each ordinary share and US\$65.00 for each ADS. Terms used and not defined in the preceding sentence are defined below.

<sup>(2)</sup> The filing fee is calculated in accordance with Rule 0-11(d) of the Exchange Act and Fee Rate Advisory No. 3 for Fiscal Year 2007 issued by the Securities and Exchange Commission on September 29, 2006. Such fee equals .0107% of the transaction valuation.

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. 13 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”), at a purchase price of US\$13 per ordinary share and US\$65 per ADS in cash (less any applicable withholding taxes and without interest), 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 (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.

**Item 4. Terms of the transaction**

On March 22, 2007, Bidder lodged a copy of the third supplementary Bidder’s statement, dated March 22, 2007 (the “Third Supplementary Bidder’s Statement”), with the Australian Securities and Investment Commission. The Third Supplementary Bidder’s Statement supplements and is to be read together with the Bidder’s Statement, as amended by the First Supplementary Bidder’s Statement, dated December 8, 2006 and by the Second Supplementary Bidder’s Statement, dated January 23, 2007. The Third Supplementary Bidder’s Statement is attached as Exhibit (a)(1)(N).

**Item 11. Additional Information**

On March 22, 2007, Bidder filed a notice with the Australian Stock Exchange stating that (i) the Offer has been extended to 7pm (Sydney Time) on April 27, 2007/5am (New York Time) on April 27, 2007 and (ii) Bidder and its associates had a relevant interest in 0.0001% of the ordinary shares in Rinker as at 14 November 2006 and 0.19% as at March 22, 2007.

**Item 12. Exhibits.**

Exhibit	Description
(a)(1)(N)	Third Supplementary Bidder’s Statement.

## 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: March 22, 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

<b>Exhibit</b>	<b>Description</b>
(a)(1)(N)	Third Supplementary Bidder's Statement.



CEMEX Australia Pty Ltd ACN 122 401 405  
a wholly owned subsidiary of CEMEX, S.A.B. de C.V.

## Third Supplementary Bidder's Statement

This is a supplementary bidder's statement under section 643 of the Corporations Act and a notice under sections 630(2) and 650D of the Corporations Act. It is the third supplementary bidder's statement issued by Bidder in relation to its off-market takeover bid for Rinker.

This document (**Statement**) supplements the Bidder's Statement dated 30 October 2006 (as previously supplemented by the First Supplementary Bidder's Statement dated 8 December 2006 and the Second Supplementary Bidder's Statement dated 23 January 2007) issued by Bidder and is to be read together with the Bidder's Statement, the First

Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement. This Statement will prevail to the extent of any inconsistency with those documents.

A copy of this Statement was lodged with ASIC on 22 March 2007. Neither ASIC nor any of its officers takes any responsibility for the contents of this Statement.

Words and phrases defined in the Bidder's Statement, the First Supplementary Bidder's Statement or the Second Supplementary Bidder's Statement have the same meaning in this Statement, unless the context requires otherwise.

## 1. Offer Period

### 1.1 Variation of Offer — extension of Offer Period

Bidder gives notice that it varies the Offer by extending the Offer Period until 7pm (Sydney time) on 27 April 2007 / 5am (New York time) on 27 April 2007.

This variation has the effect of postponing, for more than one month, the time when Bidder must meet its obligations for Rinker Securityholders who have already accepted the Offer. As a result, under section 650E of the Corporations Act such Rinker Securityholders may withdraw their acceptance of the Offer by giving notice within one month beginning on the day after the day on which they first receive a copy of this Statement.

Rinker Securityholders who withdraw their acceptance must return any consideration received for accepting the Offer. See Section 8.9 of the Bidder's Statement for instructions on how to withdraw an acceptance of the Offer.

If a Rinker Securityholder withdraws an acceptance of the Offer in this manner, Bidder must:

- return to the Rinker Securityholder any documents that were sent to Bidder with the acceptance of the Offer within 14 days after the day it is given the withdrawal notice and any consideration is returned; and
- in the case of CHESS Holdings of Rinker Shares, transmit to ASTC a Valid Message that authorises the release of those securities from the Offer Accepted Subposition in which the Holding has been reserved.

(Words defined in the ASTC Settlement Rules have the same meaning when used in this Section, unless the context requires otherwise.)

### 1.2 New date for notice on the status of the Defeating Conditions

Due to the extension of the Offer Period, the date for giving the notice on the status of the Defeating Conditions required by section 630(1) of the Corporations Act has changed from 22 March 2007 to 19 April 2007 (subject to variation in

accordance with section 630(2) of the Corporations Act if the Offer Period is further extended).

As at the date of this Statement, the Offer has not been freed from any Defeating Condition nor, so far as Bidder knows, has any Defeating Condition been fulfilled other than the Defeating Conditions relating to CEMEX shareholder approval (see Section 4.2 of the First Supplementary Bidder's Statement) and Australian foreign investment approval (see Section 2).

## 2. Foreign investment approval - Australia

On 8 March 2007, the Australian Government advised CEMEX that there are no objections to the acquisition of up to all the Rinker Securities in terms of the Australian Government's foreign investment policy.

Bidder, therefore, gave on that date notice that the Defeating Condition set out in Section 8.6(c) of the Bidder's Statement relating to Australian foreign investment approval had been fulfilled such that the Offer is now free of this Defeating Condition.

## 3. Approval

This Statement has been approved by a resolution passed by the directors of Bidder.

**DATED 22 March 2007**

**SIGNED** for and on behalf of CEMEX Australia Pty Ltd



**Hector Medina**

*Director*

## CEMEX Offer Information Line

Within Australia: 1300 721 344 (local call)

Within the US: (866) 244 1296 (for retail investors) or (212) 750 5833 (for banks and brokers)

Elsewhere: +61 3 9415 4344

Please note that, to the extent required by the Corporations Act, calls to these numbers will be recorded.