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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March, 2022

Commission File Number: 001-14946

CEMEX, S.A.B. de C.V.
(Translation of Registrant's name into English)

**Avenida Ricardo Margáin Zozaya #325, Colonia Valle del Campestre
San Pedro Garza García, Nuevo León, México 66265**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Contents

1. [Press release, dated March 28, 2022, announcing tender offer by CEMEX, S.A.B. de C.V. \(“CEMEX”\) \(NYSE:CX\) for 5.200% Notes due 2030, 5.450% Notes due 2029, and 3.875% Notes due 2031, in each case issued by CEMEX.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CEMEX, S.A.B. de C.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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

(Registrant)

Date: March 28, 2022

By: /s/ Rafael Garza Lozano

Name: Rafael Garza Lozano

Title: Chief Comptroller

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

- | | |
|----|---|
| 1. | <u>Press release, dated March 28, 2022, announcing tender offer by CEMEX, S.A.B. de C.V. ("CEMEX") (NYSE:CX) for 5.200% Notes due 2030, 5.450% Notes due 2029, and 3.875% Notes due 2031, in each case issued by CEMEX.</u> |
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**CEMEX ANNOUNCES TENDER OFFER FOR
5.200% NOTES DUE 2030,
5.450% NOTES DUE 2029 AND
3.875% NOTES DUE 2031**

MONTERREY, MEXICO, March 28, 2022 – CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) announced today that it has commenced a tender offer (the “Tender Offer”) to purchase up to U.S.\$500,000,000 (the “Aggregate Maximum Tender Amount”) of the outstanding 5.200% Notes due 2030 (the “2030 Notes”), 5.450% Notes due 2029 (the “2029 Notes”) and 3.875% Notes due 2031 (the “2031 Notes” and, together with the 2030 Notes and the 2029 Notes, the “Notes”), in each case issued by CEMEX, subject to purchase in accordance with the acceptance priority level for each series of Notes (the “Acceptance Priority Level”) and priority for early tenders and possible proration as described in CEMEX’s Offer to Purchase dated March 28, 2022.

The following table summarizes the material pricing terms for the Tender Offer:

Title of Security	CUSIP / ISIN	Aggregate Principal Amount Outstanding	Base Consideration	Dollars per U.S.\$1,000 Principal Amount of Notes		Acceptance Priority Level
				Early Tender Premium	Total Consideration	
5.200% Notes due 2030	151290 BX0 / US151290BX00 P2253T JQ3 / USP2253TJQ33	U.S.\$1,000,000,000	U.S.\$961.250	U.S.\$30.00	U.S.\$ 991.250	1
5.450% Notes due 2029	151290 BV4 / US151290BV44 P2253T JN0 / USP2253TJN02	U.S.\$1,000,000,000	U.S.\$982.625	U.S.\$30.00	U.S.\$1,012.625	2
3.875% Notes due 2031	151290 BZ5 / US151290BZ57 P2253T JR1 / USP2253TJR16	U.S.\$1,750,000,000	U.S.\$881.875	U.S.\$30.00	U.S.\$ 911.875	3

The Notes will be purchased in accordance with the Acceptance Priority Level (in numerical priority order) as set forth in the table above, and proration of the 2030 Notes, 2029 Notes or 2031 Notes will be determined in accordance with the terms of the Tender Offer. If CEMEX purchases any Notes in the Tender Offer, Notes tendered at or prior to 8:00 a.m., New York City time, on April 11, 2022 (the “Early Tender Date”), will be accepted for purchase in priority to other Notes tendered after the Early Tender Date even if such Notes tendered after the Early Tender Date have a higher acceptance priority than Notes tendered prior to the Early Tender Date. If at the Early Tender Date the aggregate principal amount of Notes validly tendered exceeds the Aggregate Maximum Tender Amount, CEMEX reserves the right, at its option, not to accept any additional Notes tendered by holders of Notes after the Early Tender Date.

If Notes are validly tendered such that the aggregate principal amount tendered exceeds the Aggregate Maximum Tender Amount, CEMEX will accept for purchase only the Aggregate Maximum Tender Amount of such Notes, and such Notes will be purchased in accordance with the Acceptance Priority Level, so that all such Notes having a higher Acceptance Priority Level will be accepted for purchase before any tendered Notes having a lower Acceptance Priority Level are accepted, subject to the priority for early tenders. On any given settlement date, if only a portion of the tendered 2030 Notes, 2029 Notes or 2031 Notes, as applicable, may be accepted for purchase consistent with the Aggregate Maximum Tender Amount, the aggregate principal amount of such Notes accepted for purchase will be prorated based upon the aggregate principal amount of 2030 Notes, 2029 Notes or 2031 Notes, as applicable, that have been validly tendered and not yet accepted for purchase in the Tender Offer (with appropriate adjustment to avoid purchases of Notes in a principal amount other than U.S.\$200,000 and an integral multiple of U.S.\$1,000 in excess thereof), provided that in no event shall CEMEX be obligated to purchase an aggregate principal amount of Notes exceeding the Aggregate Maximum Tender Amount. Notes tendered prior to the Early Tender Date will have priority over those Notes tendered after the Early Tender Date notwithstanding any acceptance priority that may exist.

Holders of Notes that are validly tendered at or prior to the Early Tender Date and whose Notes are accepted for purchase will be entitled to receive the applicable Total Consideration, which includes an early tender premium equal to U.S.\$30.00 per U.S.\$1,000 principal amount of Notes (the “Early Tender Premium”). Holders who tender Notes after the Early Tender Date but at or prior to 11:59 p.m., New York City time, on April 25, 2022 and whose Notes are accepted for purchase will be entitled to receive only the applicable Base Consideration per U.S.\$1,000 principal amount of Notes, which amount is equal to the applicable Total Consideration less the Early Tender Premium. Holders who validly tender their Notes in the Tender Offer and whose Notes are accepted for purchase will also receive accrued and unpaid interest on the Notes from the last interest payment date preceding the applicable settlement date to, but not including, such settlement date. Holders of Notes who tender their Notes before the withdrawal deadline, which is 8:00 a.m., New York City time, on April 11, 2022, unless extended, may not withdraw their Notes after the withdrawal deadline, unless otherwise required by law. Holders who tender their Notes after the withdrawal deadline may not withdraw their Notes, unless otherwise required by law.

If, at the Early Tender Date, the principal amount of the Notes validly tendered exceeds the Aggregate Maximum Tender Amount (i.e., the Tender Offer is “fully subscribed”), CEMEX has the option not to accept any additional Notes tendered after the Early Tender Date even if such Notes tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes tendered prior to the Early Tender Date.

CEMEX reserves the right, subject to applicable law, to extend, withdraw or terminate the Tender Offer, increase or decrease the Aggregate Maximum Tender Amount or otherwise amend the terms of the Tender Offer.

The Tender Offer will expire at 11:59 p.m., New York City time, on April 25, 2022 and is subject to, and conditioned upon, the satisfaction or waiver of the general conditions described in the Offer to Purchase. CEMEX intends to finance the purchase of the Notes tendered pursuant to the Tender Offer, and to pay all fees and expenses in connection therewith, with available cash and/or borrowings under the revolving tranche of CEMEX’s credit agreement, dated October 29, 2021 (as amended and/or restated from time to time).

CEMEX has retained BofA Securities, Inc. (“BofA Securities”) and J.P. Morgan Securities LLC (“J.P. Morgan Securities”) to act as Dealer Managers for the Tender Offer. Holders with questions about the Tender Offer can contact BofA Securities at +1(888) 292-0070 (toll free) or +1(646) 855-8988 (collect) and J.P. Morgan Securities at +1(886) 846-2874 (toll free) or +1(212) 834-7279 (collect). Holders can obtain additional copies of the Offer to Purchase and related material from the Information Agent and Tender Agent, Global Bondholder Services Corporation, at +1(855) 654-2015 (toll-free) or +1(212) 430-3774 (collect for banks and brokers).

This release is neither an offer to purchase nor a solicitation of an offer to sell or buy any securities in any transaction. The Tender Offer is being made pursuant to the Offer to Purchase and the related letter of transmittal, copies of which will be delivered to holders of the Notes, and which set forth the complete terms and conditions of the Tender Offer. Holders are urged to read the Offer to Purchase and related letter of transmittal carefully before making any decision with respect to the Tender Offer. The Tender Offer is not being made to, nor will CEMEX accept tenders of the Notes from, holders in any jurisdiction in which the Tender Offer would not be in compliance with the securities or blue sky laws of such jurisdiction. None of CEMEX, the Dealer Managers, the tender agent, the information agent or the trustee, or any of their respective affiliates, makes any recommendation in connection with the Tender Offer.

Neither the Offer to Purchase nor any related documents have been filed with, or have been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

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This press release contains forward-looking statements within the meaning of the U.S. federal securities laws and information that are necessarily subject to risks, uncertainties, and assumptions, including but not limited to statements related to CEMEX's plans, objectives, expectations (financial or otherwise), and typically can be identified by the use of words such as "will," "may," "assume," "might," "should," "could," "continue," "would," "can," "consider," "anticipate," "estimate," "expect," "envision," "plan," "believe," "foresee," "predict," "potential," "target," "strategy," "intend," "aimed," and similar terms. Although CEMEX believes that its expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially from results anticipated by forward-looking statements due to various factors. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties discussed in the Company's most recent annual or quarterly report and detailed from time to time in the Company's other filings with the Securities and Exchange Commission, which factors are incorporated herein by reference, including, but not limited to: the impact of pandemics, epidemics or outbreaks of infectious diseases and the response of governments and other third parties, including with respect to COVID-19, which have affected and may continue to adversely affect, among other matters, the ability of our operating facilities to operate at full or any capacity, supply chains, international operations, availability of liquidity, investor confidence and consumer spending, as well as availability of, and demand for, our products and services; the cyclical activity of the construction sector; our exposure to other sectors that impact our and our client's business, such as, but not limited to, the energy sector; availability of raw materials and related fluctuating prices; competition in the markets in which we offer our products and services; general political, social, health, economic and business conditions in the markets in which we operate or that affect our operations and any significant economic, health, political or social developments in those markets, as well as any inherent risks to international operations; the regulatory environment, including environmental, energy, tax, antitrust, labor and acquisition-related rules and regulations; our ability to satisfy our obligations under our material debt agreements, the indentures that govern our outstanding notes and other debt instruments and financial obligations; the availability of short-term credit lines or working capital facilities, which can assist us in connection with market cycles; the impact of our below investment grade debt rating on our cost of capital and on the cost of the products and services we purchase; loss of reputation of our brands; our ability to consummate asset sales, fully integrate newly acquired businesses, achieve cost-savings from our cost reduction initiatives, implement our pricing initiatives for our products and generally meet our "Operation Resilience" strategy goals; the increasing reliance on information technology infrastructure for our sales invoicing, procurement, financial statements and other processes that can adversely affect our sales and operations in the event that the infrastructure does not work as intended, experiences technical difficulties or is subjected to cyber-attacks; changes in the economy that affect demand for consumer goods, consequently affecting demand for our products and services; weather conditions, including, but not limited to, excessive rain and snow, and disasters such as earthquakes and floods; trade barriers, including tariffs or import taxes and changes in existing trade policies or changes to, or withdrawals from, free trade agreements, including the United States-Mexico-Canada Agreement ("USMCA"), which was signed on November 30, 2019 and entered into force on July 1, 2020, superseding the North American Free Trade Agreement ("NAFTA"); terrorist and organized criminal activities as well as geopolitical events, such as war and armed conflicts, including the current conflict between Russia and Ukraine; declarations of insolvency or bankruptcy, or becoming subject to similar proceedings; natural disasters and other unforeseen events (including global health hazards such as COVID-19); and the other risks and uncertainties described under "Certain Significant Consequences to Non-Tendering Holders" in the Offer to Purchase and "Risk Factors" in the other documents incorporated by reference therein. You should not place undue reliance on forward-looking statements and any forward-looking statements presented herein are made only as of the date of this press release. The Company does not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events that occur after the date on which the forward-looking statement is made, or otherwise, except as required by applicable law. No assurance can be given that the transactions described herein will be consummated or as to the final terms of any such transactions. CEMEX assumes no obligation to update or correct the information contained in this press release. CEMEX is not responsible for the attention provided in, nor the content of any call made to any third-party phone number referenced to or accessible through this press release, as well as any costs incurred from any calls made to any the aforementioned telephone numbers.

For enquiries or further information please contact:

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