

**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**

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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. 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 depository 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.**

<b>Exhibit</b>	<b>Description</b>
(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.**

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



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## Chairman's Letter

17 April 2007

Dear Rinker Shareholder,

On 10 April 2007, CEMEX announced a higher offer for your Rinker Shares. The Offer price is now US\$15.85 for each of your Rinker Shares, or US\$79.25 for each of your Rinker ADSs (each ADS represents five Rinker Shares). CEMEX also announced that it will make no adjustment to the Offer price for the A\$0.16 dividend paid by Rinker to shareholders in December 2006.

You will be provided with further information regarding CEMEX's higher offer for your Rinker Shares shortly. The accompanying Statement contains formal notification of the increase in the Offer price, waiver of bid conditions other than the minimum acceptance condition and the further extension of the Offer Period to 7.00pm (Sydney time) on 18 May 2007/5.00am (New York time) on 18 May 2007.

**This Offer price is CEMEX's best and final offer, in the absence of a superior proposal.**

Rinker's directors recommend that you ACCEPT that Offer, in the absence of a superior proposal.

I encourage you to **accept the Offer**. We will shortly send you a revised Share Acceptance Form setting out your choices for acceptance.

Yours faithfully,

/s/ Lorenzo H. Zambrano

**Lorenzo H. Zambrano**  
*Chairman and Chief Executive Officer*  
**CEMEX, S.A.B. de C.V.**



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

## Fourth Supplementary Bidder's Statement

This is a supplementary bidder's statement under section 643 of the Corporations Act and notice under section 650D of the Corporations Act. It also contains a combined notice under sections 630(2), 650D and 650F of the Corporations Act that was lodged with ASIC on 10 April 2007. It is the fourth supplementary bidder's statement issued by CEMEX Australia Pty Limited (**Bidder**) in relation to its off-market takeover bid for Rinker Group Limited (**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, the Second Supplementary Bidder's Statement dated 23 January 2007 and the Third Supplementary Bidder's Statement dated 22 March 2007) issued by Bidder and is to be read together with the Bidder's Statement, the First Supplementary Bidder's Statement, the Second Supplementary Bidder's Statement and the Third 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 17 April 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, the Second Supplementary Bidder's Statement or the Third Supplementary Bidder's Statement have the same meaning in this Statement, unless the context requires otherwise.



## 1. Higher Offer price for Rinker Securities

On 10 April 2007, Bidder announced an increase in its Offer price for your Rinker Shares and Rinker ADSs. The Offer price is increased to US\$15.85 for each of your Rinker Shares and US\$79.25 for each of your Rinker ADSs (each ADS represents five Rinker Shares). This is a 22% increase from Bidder's original Offer and now represents a 45% premium to Rinker's last traded share price during normal trading on ASX on 27 October 2006.<sup>1</sup>

In addition, Bidder will permit Rinker Securityholders who accept the Offer to retain the whole of the interim dividend of A\$0.16 per ordinary share (which had a record date of 24 November 2006) previously paid by Rinker to its Securityholders on 11 December 2006, without any reduction to the higher price payable to those who accept the Offer.

Attached to this Statement is the formal notice that gives effect to the increase in Offer price and Bidder's undertaking not to exercise its rights under Section 8.8(e) of the Bidder's Statement in relation to the interim dividend.

## 2. All conditions other than minimum acceptance condition satisfied or waived

On 10 April 2007, Bidder announced its Offer to be free from the Defeating Conditions set out in Sections 8.6(e) to (n) of the Bidder's Statement. All Defeating Conditions of the Offer other than the 90% minimum acceptance condition set out in Section 8.6(a) of the Bidder's Statement have now been satisfied or waived.

Attached to this Statement is the formal notice that gives effect to the satisfaction and waiver of the remaining Defeating Conditions, other than the 90% minimum acceptance condition.

<sup>1</sup> Based on converting the revised Offer Price into A\$ at an exchange rate of A\$1.00 to US\$0.8167 which represents the latest Reserve Bank Mid Point Rate available, dated 5 April 2007.

### **3. Extension of Offer Period**

#### **3.1 Variation of Offer – extension of Offer Period**

Bidder gives notice that it varies the Offer by extending the Offer Period until 7.00pm (Sydney time) on 18 May 2007/5.00am (New York time) on 18 May 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.)

#### **3.2 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 19 April 2007 to 10 May 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 only Defeating Condition of the Offer which has not been fulfilled or waived is the condition in Section 8.6(a) relating to 90% minimum acceptance.

## 4. Consent

CEMEX has given, and has not before the date of this Statement withdrawn, its written consent to:

- be named in this Statement in the form and context in which it has been named; and
- the inclusion of each statement it has made, and each statement which is said in this Statement to be based on a statement it has made, in the form and context in which the statements have been included.

## 5. Approval

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

**DATED 17 April 2007**

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

*/s/ Hector Medina*

**Hector Medina**  
*Director*

CEMEX Fourth Supplementary Bidder's Statement 5

## 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.

# Attachment – Notice of Variation dated 10 April 2007

## 1. Introduction

This is a notice issued pursuant to sections 630(4), 650D and 650F of the Corporations Act 2001 (Cth) by CEMEX Australia Pty Ltd (**CEMEX Australia**) in relation to its offers dated 14 November 2006 under an off-market takeover bid for Rinker Group Limited (**Rinker**). Words and phrases as defined in the Bidder's Statement of CEMEX Australia dated 30 October 2006 (as previously supplemented by the First Supplementary Bidder's Statement dated 8 December 2006, the Second Supplementary Bidder's Statement dated 23 January 2007 and the Third Supplementary Bidder's Statement dated 22 March 2007) (the **Bidder's Statement**) have the same meaning in this notice unless the context requires otherwise.

A copy of this notice was lodged with ASIC on 10 April 2007. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

## 2. Increase in Offer Price

CEMEX Australia gives notice that it varies the Offer by increasing the price payable for each Rinker Share from US\$13.00 to US\$15.85 and the price payable for each Rinker ADS from US\$65.00 to US\$79.25. Accordingly, all references in the Bidder's Statement to "US\$13" when referring to the Offer as it relates to Rinker Shares are replaced with references to "US\$15.85", all references in the Bidder's Statement to "US\$65" when referring to the Offer as it relates to Rinker ADSs are replaced with references to "US\$79.25", and the reference to "US\$11,635,766,454" in Section 4.1 of the Bidder's Statement is replaced with a reference to "US\$14,186,700,355".

CEMEX Australia will not exercise its rights under clause 8.8(e) of the Offer terms in respect of the interim dividend of A\$0.16 per Rinker Share declared by Rinker with a record date of 24 November 2006 but may exercise those rights in respect of any subsequent dividend.

## 3. Satisfaction and waiver of defeating conditions – other than minimum acceptance condition

CEMEX Australia gives notice that:

- (a) the defeating condition to its offer set out in Section 8.6(d) of its Bidder's Statement relating to US antitrust approval has been fulfilled; and
- (b) the offer is free from the defeating condition set out in Sections 8.6(e) to (n) of the Bidder's Statement.

The condition in Section 8.6(b) relating to CEMEX's shareholders approval was satisfied on 2 December 2006 and the condition in Section 8.6(c) relating to foreign investment approval in Australia was satisfied on 8 March 2007. The Offer remains subject to the condition in Section 8.6(a) relating to minimum acceptance.

CEMEX Australia has voting power of 0.19% in Rinker as at the date of this Notice.

Dated: 10 April 2007

/s/ Ramiro G. Villarreal

**Ramiro G. Villarreal**

Director

For and on behalf of CEMEX Australia Pty Ltd



16 April 2007

Peter Abraham  
General Counsel & Company Secretary  
Rinker Group Limited  
Level 8, Tower B  
799 Pacific Highway  
Chatswood NSW 2067

Dear Sir

### **Bid Agreement - Changes to timetable**

I refer to the Bid Agreement dated 10 April 2007 between Cemex Australia Pty Limited (**Bidder**), Cemex, S.A.B. de C.V. and Rinker Group Limited (**Rinker**). The purpose of this letter is to confirm the following changes to the Bid Agreement which relate to timing matters:

- **(supplementary Bidder's Statement)** in clause 2.3(a), "5 Business Days" is replaced by "6 Business Days"; and
- **(supplementary Target's Statement)** in clause 2.2(b), the words "Within 5 Business Days after the Bidder varies the Takeover Offer in the manner referred to in clause 2.1(a) and files an amended Schedule TO and supplementary Bidder's Statement in the manner referred to in clause 2.3" are replaced with "Within the later of 27 April (Sydney time) or 7 Business Days after the Bidder files an amended Schedule TO and supplementary Bidder's Statement in the manner referred to in clause 2.3"; and
- **(supplementary Target's Statement)** in clause 2.3(b), the words "the Target must, as soon as practicable after the Bidder varies the Takeover Offer in the manner referred to in clause 2.1(a) and files a supplementary Bidder's Statement and an amended Schedule TO in the manner referred to in this clause 2.3" are replaced with "the Target must, within the later of 27 April (Sydney time) or 7 Business Days after the Bidder files an amended Schedule TO and supplementary Bidder's Statement in the manner referred to in this clause 2.3".

Yours sincerely,

On behalf of Cemex Australia Pty Limited and Cemex, S.A.B. de C.V.

Ramiro G Villarreal, General Counsel

Rinker Group Limited confirms and agrees with the timetable changes set out above. Signed for and on behalf of Rinker Group Limited.

A handwritten signature in black ink, appearing to read "Peter Abraham", written over a horizontal line.

Peter Abraham, General Counsel & Company Secretary