

**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. 23)**

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**

+52 81 8888 8888

(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

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾	Amount of Filing Fee⁽²⁾
\$3,262,941,077	\$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.
- 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. 23 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 June 21, 2007, Bidder lodged a copy of the Ninth Supplementary Bidder's Statement, dated June 21, 2007 (the "Ninth Supplementary Bidder's Statement"), with the Australian Securities and Investment Commission. The Ninth Supplementary Bidder's Statement is to be read together with the Bidder's Statement. The Ninth Supplementary Bidder's Statement is attached as Exhibit (a)(1)(W).

Any further extension of the Offer will be a "subsequent offering period" under the U.S. tender offer rules.

Item 11. Additional Information.

On June 21, 2007, Bidder filed a notice with the Australian Stock Exchange stating that the Offer has been extended to 7pm (Sydney Time)/5am (New York Time) on July 16, 2007. That notice is contained within the Ninth Supplementary Bidder's Statement.

On June 19, 2007, all of the directors of Rinker resigned from the board and CEMEX replaced the entire Board of Directors of Rinker with its own nominees.

The day that Bidder will pay the consideration for tendered Rinker Securities depends on the date of acceptance for such Rinker Securities and the Offer closing date.

- Rinker Securities tendered on or before June 7, 2007 (the day the Offer became unconditional) will be paid for by July 6, 2007.
- Rinker Securities tendered during the period beginning on June 8, 2007 and ending on July 5, 2007 will be paid for by the day that is one month from the date of acceptance.
- Rinker Securities tendered during the period beginning on July 6, 2007 and ending at the expiration of the Offer Period will be paid for on or before the earlier of (a) the day that is one month after the date of acceptance and (b) the day that is 21 days after the end of the Offer Period. If the Offer expires at the currently scheduled closing time of 7pm (Sydney Time)/5am (New York Time) on July 16, 2007, then all Rinker Securities tendered during this period will be paid for by August 6, 2007.

Item 12. Exhibits.

Exhibit	Description
(a)(1)(W)	Ninth Supplementary Bidder's Statement, dated June 21, 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 21, 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	Description
(a)(1)(W)	Ninth Supplementary Bidder's Statement, dated June 21, 2007.



Letter to Rinker Shareholders

21 June 2007

Dear Rinker Shareholder,

On behalf of CEMEX, I am pleased to acknowledge the strong support shown by Rinker shareholders for our Offer to acquire all of the Rinker shares. CEMEX declared its Offer unconditional on 7 June 2007. CEMEX has now received acceptances representing more than 60% of all the Rinker shares.

On Tuesday 19 June 2007, Rinker was formally handed over to CEMEX control, following the retirement of the current Rinker Directors, at CEMEX's request, in favour of new directors nominated by CEMEX.

CEMEX is pleased to announce the following appointments 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), and two directors independent of the CEMEX Group, being Mr. Stephen Walker and Mr. Tommie Bergman, both of whom are experienced company directors.

We enclose notification that the Offer period has been extended and is now scheduled to close at 7.00pm (Sydney time) on Monday 16 July 2007. There is no reason to delay your acceptance, as the Offer has been declared unconditional and the Offer price of US\$15.85 per share is final and cannot be increased. More than 70,000 Rinker shareholders have accepted the Offer. Your previous Rinker Directors unanimously recommended that you accept CEMEX's Offer and have decided to accept the Offer in respect of their own Rinker shares. CEMEX strongly encourages all remaining shareholders to accept the Offer as soon as possible.

To accept the Offer, please follow the instructions on the Share Acceptance Form (for Rinker shares) or ADS Letter of Transmittal (for Rinker ADSs). You can obtain a copy of these documents by contacting the CEMEX Information Line on 1300 721 344 within Australia.

Yours faithfully

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

Lorenzo H. Zambrano
Chairman of CEMEX



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

Ninth Supplementary Bidder's Statement

This is a supplementary bidder's statement under section 643 of the Corporations Act. It contains a notice under section 650D of the Corporations Act. It is the ninth 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, the Third Supplementary Bidder's Statement dated 22 March 2007, the Fourth Supplementary Bidder's Statement dated 17 April 2007, the Fifth Supplementary Bidder's Statement dated 18 April 2007, the Sixth

Supplementary Bidder's Statement dated 8 May 2007, the Seventh Supplementary Bidder's Statement dated 11 May 2007 and the Eighth Supplementary Bidder's Statement dated 30 May 2007 (together, the **Supplementary Statements**)) issued by Bidder and is to be read together with the Bidder's Statement and Supplementary Statements. This Statement will prevail to the extent of any inconsistency with those documents.

A copy of this Statement was lodged with ASIC on 21 June 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 and the Supplementary Statements have the same meaning in this Statement, unless the context requires otherwise.

1. Offer declared unconditional

On 7 June 2007, Bidder announced the Offer to be free from the 90% minimum acceptance condition in Section 8.6(a) of the Bidder's Statement, and accordingly declared the Offer to be unconditional.

Upon the Offer becoming unconditional, the withdrawal rights that arose under Rule 14d-7 and Section 14(d)(5) of the US Securities Exchange Act of 1934 in relation to acceptances of the Offer (as described in Section 7.3 of the Bidder's Statement) were terminated with immediate effect.

2. Extension of Offer Period

Bidder gives notice that it varies the Offer by extending the Offer Period until 7.00pm (Sydney time) on Monday 16 July 2007/5.00am (New York time) on Monday 16 July 2007.

3. Update on funding arrangements

3.1 Changes to funding sources

There have been further changes to the committed funding arrangements, none of which affect Bidder's ability to provide the consideration offered under the Offer.

CEMEX no longer proposes to source any funds to be made available to Bidder to pay the Offer consideration (and costs associated with the Offer) from the US\$3 billion 364-day revolving credit facility (**Facility A**) forming part of the US\$9 billion Acquisition Facility. In lieu of Facility A, which is in the process of being cancelled, CEMEX now proposes to partly source the necessary funds from:

- (a) a new US\$1.5 billion committed facility (the **RBS Facility**) to be arranged by CEMEX Espana, S.A., as borrower, with The Royal Bank of Scotland plc, which is subject to satisfaction of conditions which are customary for facilities of this nature and which do not differ materially from those in the Acquisition Facility;
- (b) the US\$0.7 billion Existing Committed Facility; and
- (c) additional cash and cash equivalents which are not subject to security interests, rights of set off (other than customary rights of set off under CEMEX Group bank account terms and conditions) or any other arrangements that may materially affect CEMEX's ability freely to use them towards payment of the Offer consideration (and costs associated with the Offer).

3.2 Summary of funding sources

In summary, as a result of the changes described in Section 3.1, CEMEX will source the necessary funds to be made available to Bidder to pay the Offer (and costs associated with the Offer) from a combination of drawdowns under:

- (a) the Acquisition Facility, which will now be a US\$6 billion facility instead of a US\$9 billion facility;
 - (b) the US\$1.2 billion Newly Committed Facility;
 - (c) the US\$1.2 billion Existing Committed Facility;
 - (d) the US\$0.7 billion Existing Committed Facility;
 - (e) the US\$2.1 billion CEMEX Espana Facility;
 - (f) the new US\$1.5 billion RBS Facility; and
 - (g) at least US\$1.7 billion in cash and cash equivalents which are not subject to security interests, rights of set off (other than customary rights of set off under CEMEX Group bank account terms and conditions) or any other arrangements that may materially affect CEMEX's ability freely to use them towards payment of the Offer consideration (and costs associated with the Offer).
-

3.3 Provision of Offer consideration

On the basis of the funding arrangements described in Section 4 of the Bidder's Statement (as supplemented by Section 4.1 of the First Supplementary Bidder's Statement, Section 2 of the Second Supplementary Bidder's Statement, Section 2 of the Fifth Supplementary Bidder's Statement, Section 2.2 of the Eighth Supplementary Bidder's Statement and this Section 3), Bidder and CEMEX believe that they have reasonable grounds for holding the view, and hold the view, that Bidder will be able to provide the consideration offered under the Offer.

It is possible that further minor changes are made to these funding arrangements, but no changes will be made unless, following such changes, Bidder and CEMEX would continue to believe that they have reasonable grounds for holding the view, and would hold the view, that Bidder will be able to provide the consideration offered under the Offer.

4. Consent

CEMEX has given, and has not before the date of this Statement withdrawn, its written consent to: (i) be named in this Statement in the form and context in which it has been named; and (ii) 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 21 June 2007

SIGNED for and on behalf of CEMEX Australia Pty Ltd

A handwritten signature in black ink, appearing to read 'Hector Medina', with a long horizontal line extending to the right.

Hector Medina
Director