

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

Date of Report: September 12, 2011

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

(Exact name of Registrant as specified in its charter)

CEMEX PUBLICLY TRADED STOCK CORPORATION WITH VARIABLE CAPITAL

(Translation of Registrant's name into English)

United Mexican States

(Jurisdiction of incorporation or organization)

Av. Ricardo Margáin Zozaya #325, Colonia Valle del Campestre

Garza García, Nuevo León, México 66265

(Address of principal executive offices)

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 whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

N/A

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**Contents**

On September 9, 2011, CEMEX, S.A.B. de C.V. filed a notice for shareholders in Mexico with the Mexican Stock Exchange (*Bolsa Mexicana de Valores*), pursuant to which such shareholders were informed that they may exchange their current certificates representing shares of Series A and Series B (and their corresponding subseries) common stock of CEMEX, S.A.B. de C.V. for new certificates representing shares of Series A and Series B (and their corresponding subseries) common stock of CEMEX, S.A.B. de C.V. The new certificates incorporate changes on the reverse side of such certificates resulting from the modifications to Article 8 of CEMEX, S.A.B. de C.V.'s bylaws, which were approved at the extraordinary shareholders' meeting held on February 24, 2011.

EXHIBIT NO.

DESCRIPTION

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| 1. | English translation of CEMEX, S.A.B. de C.V.'s Notice For Shareholders, dated September 9, 2011. |
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**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: September 12, 2011

By: /s/ Rafael Garza

Name: Rafael Garza

Title: Chief Comptroller

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EXHIBIT NO.

DESCRIPTION

1.

English translation of CEMEX, S.A.B. de C.V.'s Notice For Shareholders, dated September 9, 2011.

**CEMEX, S.A.B. DE C.V.  
NOTICE FOR SHAREHOLDERS**

At CEMEX, S.A.B. de C.V.'s Extraordinary Shareholder Meeting held on February 24<sup>th</sup>, 2011, pursuant to an amendment to Article 8 of the bylaws and in accordance with the Mexican Corporation law (*Ley General de Sociedades Mercantiles*), shareholders approved an exchange of the existing share certificates that represent the current outstanding shares, and authorized the issuance of new definitive share certificates.

The exchange will be made starting Monday, September 26, 2011 (the "Exchange Date"), during business days and working hours, at CEMEX, S.A.B. de C.V.'s Corporate Secretary's office located at Avenida Ricardo Margain Zozaya No. 325, Colonia Valle del Campestre, city of San Pedro Garza Garcia, Nuevo Leon.

As a result, we inform all CEMEX, S.A.B. de C.V. shareholders that they can exchange their definitive share certificates and/or provisional share certificates with attached coupon numbers 143 (one hundred forty-three) to 149 (one hundred forty-nine).

The exchange will be made at a ratio of 1 (one) new share (with attached coupon numbers 143 (one hundred forty-three) to 154 (one hundred fifty-four)) for each 1 (one) of the then outstanding shares, as of the Exchange Date, and there will be delivered to shareholders that as of the Exchange Date are the holders of Series or Subseries "A" Fixed or Variable Capital, new definitive share certificates that represent the new Series and Subseries "A" Fixed or Variable capital shares, as applicable, and to those that are the holders of Series or Subseries "B" Fixed or Variable Capital, new definitive share certificates that represent the new Series and Subseries B Fixed or Variable capital shares, as applicable.

The definitive share certificates issued in September 2011 will represent the number of shares that each shareholder chooses to request from the Corporate Secretary's office of the company, in accordance with their holdings and needs, with multiple certificates or a single certificate, which represent the totality of their shares for the same Series, Subseries and Capital, being able to be delivered to them.

Monterrey, Nuevo Leon, on this 9<sup>th</sup> day of September, 2011.

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

[signed]

**Lic. Ramiro G. Villarreal Morales  
Secretary of the Shareholders Board Meeting**