

**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. 9)**

**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⁾
\$2,676,229,274

Amount of Filing Fee⁽²⁾
\$286,357

⁽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 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.

⁽²⁾ 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. 9 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 12. Exhibits.

Exhibit	Description
(a)(1)(K)	Modified Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(L)	Modified Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

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: December 14, 2006

CEMEX Australia Pty Ltd

By: /s/ Mr. Ramiro G. Villarreal Morales

Name: Mr. Ramiro G. Villarreal Morales

Title: Director

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

By: /s/ Mr. Ramiro G. Villarreal Morales

Name: Mr. Ramiro G. Villarreal Morales

Title: General Counsel

Exhibit Index

Exhibit	Description
(a)(1)(K)	Modified Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(L)	Modified Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

OFFER TO PURCHASE FOR CASH

**outstanding ordinary shares and
American depositary shares of**

RINKER GROUP LIMITED

on the basis of

**US\$13.00 for each ordinary share
US\$65.00 for each American depositary share**

by

CEMEX Australia Pty Ltd

an indirect wholly-owned subsidiary of

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

The Offer will expire at 7 pm (Sydney time) on 31 January 2007, 3 am (New York time) on 31 January 2007, unless the Offer is extended or the Offer is withdrawn.

December 2006

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

We have been engaged by CEMEX Australia Pty Ltd (*Bidder*), a proprietary company organized under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V. (*CEMEX*), to act as Lead Financial Adviser to CEMEX in connection with Bidder's offer (the *Offer*) to acquire all outstanding ordinary shares of Rinker (*Rinker Shares*), and all outstanding American depositary shares which each represent an ownership interest in five (5) Rinker Shares (*Rinker ADSs* and together with the Rinker Shares, *Rinker Securities*) and are evidenced by American depositary receipts (*ADRs*), upon the terms and subject to the conditions of the Offer (as extended and amended by the First Supplementary Bidder's Statement and including, if the Offer is further extended or amended, the terms and conditions of any such further extension or amendment), as described in the Bidder's Statement, dated 30 October 2006 (the *Bidder's Statement*), the First Supplementary Bidder's Statement, the revised ADS Letter of Transmittal and the revised ADS Notice of Guaranteed Delivery. Capitalized terms used but not defined in this letter which are defined in the Bidder's Statement shall have the meanings given to them in the Bidder's Statement.

The Offer is subject to a number of conditions. In summary, they include requirements that:

1. Bidder obtains relevant interests in at least 90% of Rinker Shares;
 2. all regulatory approvals are obtained and no adverse regulatory actions occur, including no objections under Australian foreign investment laws or US antitrust (competition) laws;
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3. no material adverse change occurs in the Rinker Group;
4. no mergers or material acquisitions, disposals or new commitments are undertaken by the Rinker Group;
5. no material change of control rights exist;
6. the S&P/ASX 200 Index does not fall below 4,800;
7. CEMEX is granted equal access in certain circumstances to information about the Rinker Group;
8. no distributions are made by Rinker other than cash dividends declared and paid in the ordinary course;
and
9. no Prescribed Occurrences occur.

A more detailed discussion of the conditions to the consummation of the Offer can be found in Section 8.6 of the Bidder's Statement, "Offer terms".

For your information and for forwarding to those of your clients for whom you hold Rinker ADSs registered in your name or in the name of your nominee, we are enclosing the following documents:

1. Supplementary Bidder's Statement.
2. Revised ADS Letter of Transmittal to be used by Rinker ADSholders in accepting the Offer.
3. Revised ADS Notice of Guaranteed Delivery to be used to accept the Offer if certificates representing the ADSs are not immediately available or the ADSholder is not able to deliver the certificates and all other required documents to the Depository before the Offer expires.
4. A Letter to Clients which may be sent to your clients for whose account you hold Rinker ADSs in your name or in the name of a nominee, with space provided for obtaining such client's instructions and election with regard to the Offer.
5. Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9 included in the ADS Letter of Transmittal.
6. Return envelope addressed to Computershare Trust Company, N.A., as US Depository.

Your prompt action is requested. We urge you to contact your clients as promptly as possible. Please note that the Offer will expire at 7 pm (Sydney time) on 31 January 2007, 3 am (New York time) on 31 January 2007, unless the Offer is extended or the Offer is withdrawn.

To accept the Offer, Rinker ADSholders must either: (i) complete and sign the yellow ADS Letter of Transmittal in accordance with the instructions on it and (A) return it, together with the ADRs evidencing their Rinker ADSs and any other documents required by the ADS Letter of Transmittal, in the enclosed envelope (where applicable) or to an address on the ADS Letter of Transmittal, or (B) tender their Rinker ADSs pursuant to the procedures for book-entry transfer set out in Section 8.3(d) of the Bidder's Statement; or (ii) contact their broker or other nominee, and instruct them to accept the Offer for them. If any Rinker ADSs are registered in the name of a broker or other nominee, Rinker ADSholders must contact such nominee to accept the Offer. If the ADRs evidencing Rinker ADSs are not immediately available, or Rinker ADSholders cannot comply with the procedures for book-entry transfer set out in Section 8.3(d) of the Bidder's Statement before the end of the Offer Period, they may tender their Rinker ADSs by following the procedures for guaranteed delivery set out in Section 8.3(d) of the Bidder's Statement.

Subject to the Corporations Act 2001 (Cth) and the terms and conditions of the Offer (including without limitation the conditions referred to in Section 8 of the Bidder's Statement, "Offer terms"), Bidder will pay the consideration for Rinker ADSs validly deposited under the Offer and not properly withdrawn, on or before the earlier of: (i) the day that is one month after the later of the date of the Rinker ADSholder's acceptance or, if at the time of the Rinker ADSholder's acceptance the Offer is subject to a Defeating Condition, one month after any contract resulting from the Rinker ADSholder's acceptance of the Offer becomes, or is declared, unconditional and (ii) the day that is 21 days after the end of the Offer Period. In any case, payment of the consideration under the Offer shall not be made until the ADRs evidencing tendered Rinker ADSs or, in the case of a book-entry transfer, book-entry confirmation, in respect to which the Offer is being accepted and any other required documents have been received by the US Depositary at one of its addresses set forth on the first and last pages of the ADS Letter of Transmittal. Bidder will determine in its sole discretion all questions as to the form of documents, including any notice of withdrawal and the validity, eligibility (including time of receipt) and acceptance of tendered Rinker ADSs. Bidder's determination will be final and binding on all parties. **Under no circumstances will interest be paid on the Offer price for tendered Rinker Securities, whether or not this Offer is further extended.**

Please note that pursuant to the terms of the Offer, if a Rinker ADSholder elects to tender, all Rinker ADSs that the holder owns must be tendered.

Bidder will not pay any fees or commissions to any broker or dealer or other person (other than the Lead Financial Adviser and the Co-Financial Advisor as described in Section 7.16 of the Bidder's Statement) in connection with the solicitation of tenders of ADSs pursuant to the Offer. Bidder will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the enclosed Offer materials to your customers. Bidder will pay or cause to be paid any Australian or US security transfer taxes payable on the transfer of Rinker Securities to it, except as otherwise provided in the Offer.

Questions and requests for additional copies of the enclosed material may be directed to the US Information Agent at its address and telephone numbers set forth in the enclosed Bidder's Statement.

Very truly yours,

Citigroup Global Markets Inc.

Nothing contained herein or in the enclosed documents shall render you or any other person the agent of Bidder, the US Depositary, the US Information Agent, the Lead Financial Advisor or any affiliate thereof or authorize you or any other person to give any information or make any representation on behalf of any of them with respect to the Offer other than the documents enclosed and the statements contained therein.

OFFER TO PURCHASE FOR CASH

**outstanding ordinary shares and
American depositary shares of**

RINKER GROUP LIMITED

on the basis of

**US\$13.00 for each ordinary share
US\$65.00 for each American depositary share**

by

CEMEX Australia Pty Ltd

an indirect wholly-owned subsidiary of

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

The Offer will expire at 7 pm (Sydney time) on 31 January 2007, 3 am (New York time) on 31 January 2007, unless the Offer is extended or the Offer is withdrawn.

December 2006

To Our Clients:

Enclosed for your consideration is the Supplementary Bidder's Statement by CEMEX Australia Pty Ltd (*Bidder*), a proprietary company organized under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V. (*CEMEX*), the related ADS Letter of Transmittal and ADS Notice of Guaranteed Delivery relating to the Offer by Bidder to acquire all outstanding ordinary shares of Rinker (*Rinker Shares*), and all outstanding American depositary shares, which each represent an ownership interest in five (5) Rinker Shares (*Rinker ADSs*) and together with the Rinker Shares, *Rinker Securities*), and are evidenced by American depositary receipts (*ADRs*), upon the terms and subject to the conditions of the Offer (as extended and amended by the First Supplementary Bidder's Statement and including, if the Offer is further extended or amended, the terms and conditions of any such further extension or amendment), as described in the Bidder's Statement, dated 30 October 2006 (the *Bidder's Statement*), the First Supplementary Bidder's Statement, the revised ADS Letter of Transmittal and the revised ADS Notice of Guaranteed Delivery. **You should carefully read these documents in full prior to making any decision to accept the Offer or otherwise deal with your Rinker Securities.** Capitalized terms used but not defined in this letter which are defined in the Bidder's Statement shall have the meanings given to them in the Bidder's Statement.

We (or our nominees) are the holder of record of Rinker ADSs held by us for your account. A tender of such Rinker ADSs can be made only by us as the holder of record and pursuant to your instructions. The ADS Letter of Transmittal is furnished to you for your information only and cannot be used to tender Rinker ADSs held by us for your account.

We request instructions as to whether you wish to tender all of the Rinker ADSs held by us for your account pursuant to the terms and conditions of the Offer.

Your attention is directed to the following:

1. The Offer is being made for all issued and outstanding Rinker Securities.
2. You can only accept the Offer for all your Rinker Securities.
3. The Offer will expire at 7 pm (Sydney time) on 31 January 2007, 3 am (New York time) on 31 January 2007, unless the Offer is further extended or the Offer is withdrawn.
4. The Offer is subject to a number of conditions. In summary, they include requirements that:
 - (a) Bidder obtains relevant interests in at least 90% of Rinker Shares;
 - (b) all regulatory approvals are obtained and no adverse regulatory actions occur, including no objections under Australian foreign investment laws or US antitrust (competition) laws;
 - (c) no material adverse change occurs in the Rinker Group;
 - (d) no mergers or material acquisitions, disposals or new commitments are undertaken by the Rinker Group;
 - (e) no material change of control rights exist;
 - (f) the S&P/ASX 200 Index does not fall below 4,800;
 - (g) CEMEX is granted equal access in certain circumstances to information about the Rinker Group;
 - (h) no distributions are made by Rinker other than cash dividends declared and paid in the ordinary course; and
 - (i) no Prescribed Occurrences occur.

A more detailed discussion of the conditions to the consummation of the Offer can be found in Section 8.6 of the Bidder's Statement, "Offer terms".

5. Subject to the Corporations Act 2001 (Cth) and the terms and conditions of the Offer (including without limitation the conditions referred to in Section 8 of the Bidder's Statement, "Offer terms"), Bidder will pay the consideration for Rinker ADSs validly deposited under the Offer and not properly withdrawn, on or before the earlier of: (i) the day that is one month after the later of the date of your acceptance or, if at the time of your acceptance the Offer is subject to a Defeating Condition, one month after any contract resulting from your acceptance of the Offer becomes, or is declared, unconditional and (ii) the day that is 21 days after the end of the Offer Period.
 6. In any case, payment of the consideration under the Offer shall not be made, until the ADRs evidencing tendered Rinker ADSs or, in the case of a book-entry transfer, book-entry confirmation, in respect to which the Offer is being accepted and any other required documents have been received by the US Depositary at one of its addresses set forth on the first and last pages of the ADS Letter of Transmittal. Bidder will determine in its sole discretion all questions as to the form of documents, including any notice of withdrawal and the validity, eligibility (including time of receipt) and acceptance of tendered Rinker ADSs. Bidder's determination will be final and binding on all parties.
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7. If you tender your ADSs you will not be obligated to pay brokerage fees or commissions to the US Depository or the US Information Agent.
8. The consideration payable for the Rinker ADSs under the Offer will be reduced by applicable withholding taxes.
9. Under no circumstances will interest be paid on the Offer price for tendered Rinker Securities, whether or not the Offer is further extended.

If you wish to have us tender all the Rinker ADSs held by us for your account, please so instruct us by completing, executing, detaching and returning to us the instruction form on the detachable part hereof. An envelope to return your instructions to us is enclosed. If you authorize the tender of your Rinker ADSs, all such Rinker ADSs will be tendered. **Your instructions should be forwarded to us in ample time to permit us to submit a tender on your behalf prior to the end of the Offer Period.**

**INSTRUCTIONS WITH RESPECT TO THE
OFFER TO PURCHASE FOR CASH**

**outstanding ordinary shares and
American depositary shares of**

RINKER GROUP LIMITED

on the basis of

**US\$13.00 for each ordinary share
US\$65.00 for each American depositary share**

by

CEMEX Australia Pty Ltd

an indirect wholly-owned subsidiary of

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

The undersigned acknowledge(s) receipt of your letter, the Bidder's Statement dated 30 October 2006, the Supplementary Bidder's Statement, the ADS Letter of Transmittal and the ADS Notice of Guaranteed Delivery relating to the Offer by CEMEX Australia Pty Ltd (*Bidder*), a proprietary company organized under the laws of Victoria, Australia and an indirect wholly-owned subsidiary of CEMEX, S.A.B. de C.V., to acquire all outstanding ordinary shares of Rinker (*Rinker Shares*), and all outstanding American depositary shares (*Rinker ADSs*) which each represent an ownership interest in five (5) Rinker Shares and are evidenced by American depositary receipts (*ADRs*). Capitalized terms used but not defined in this letter which are defined in the Bidder's Statement shall have the meanings given to them in the Bidder's Statement.

This will instruct and direct you to tender all Rinker ADSs held by you for the account of the undersigned, on the terms and subject to the conditions set forth in the Offer documents furnished to the undersigned.

Signature

Number of Rinker ADSs held*

Account Number

Name

Address

Area Code and Telephone Number

Taxpayer Identification or Social Security Number

Dated:

* The Rinker ADSs to be tendered must be all your Rinker ADSs.