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

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FORM 6-K

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

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Date of Report: January 27, 2012

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

1. Notice for the CEMEX, S.A.B. de C.V. Annual Shareholders' Meeting to be held on February 23, 2012 in the city of Monterrey, Nuevo Leon, Mexico.
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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: January 27, 2012

By: /s/ Rafael Garza  
Name: Rafael Garza  
Title: Chief Comptroller



**CEMEX, S.A.B. DE C.V.**  
**NOTICE OF**  
**ORDINARY GENERAL SHAREHOLDERS MEETING**

The Board of Directors of CEMEX, S.A.B. de C.V. has resolved to call the Company's Ordinary General Shareholders Meeting to be held at Auditorio Luis Elizondo, located at 540 Luis Elizondo St., Colonia Alta Vista, in the city of Monterrey, Nuevo León, Mexico, at 12:00 P.M. (local time) on February 23, 2012, in accordance with the following:

**AGENDA**

- I. PRESENTATION OF THE REPORT BY THE CHIEF EXECUTIVE OFFICER, INCLUDING THE COMPANY'S FINANCIAL STATEMENTS, REPORT OF CHANGES IN FINANCIAL SITUATION AND VARIATIONS OF CAPITAL STOCK, AND PRESENTATION OF THE REPORT BY THE BOARD OF DIRECTORS, FOR THE FISCAL YEAR 2011, AS REQUIRED BY THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*); AND DISCUSSION AND APPROVAL OF SUCH REPORTS, AFTER HEARING THE OPINION OF THE BOARD OF DIRECTORS AS TO THE REPORTS BY THE CHIEF EXECUTIVE OFFICER AND THE AUDIT AND CORPORATE PRACTICES COMMITTEE, THE REPORT OF ACCOUNTING PRINCIPLES ADOPTED, AND THE REPORT ON THE REVIEW OF THE COMPANY'S TAX SITUATION.
- II. RESOLUTION ON ALLOCATION OF PROFITS.
- III. PROPOSAL TO INCREASE THE CAPITAL STOCK OF THE COMPANY IN ITS VARIABLE PORTION THROUGH: (A) CAPITALIZATION OF RETAINED EARNINGS; AND (B) ISSUANCE OF TREASURY SHARES IN ORDER TO PRESERVE THE RIGHTS OF CONVERTIBLE NOTE HOLDERS PURSUANT TO THE COMPANY'S ISSUANCES OF CONVERTIBLE NOTES.
- IV. PROPOSAL TO: (A) EXTEND UP TO 5 YEARS THE CURRENT OPTIONAL STOCK PURCHASE PROGRAM FOR THE COMPANY'S EMPLOYEES, OFFICERS, AND MEMBERS OF THE BOARD OF DIRECTORS; AND (B) INCREASE THE CAPITAL STOCK OF THE COMPANY IN ITS VARIABLE PORTION THROUGH ISSUANCE OF TREASURY SHARES TO BE SUBSCRIBED AND PAID PURSUANT TO THE TERMS AND CONDITIONS OF THE OPTIONAL STOCK PURCHASE PROGRAM, WITHOUT ENTAILING THE PREEMPTIVE RIGHT UNDER ARTICLE 8 OF THE COMPANY'S BY-LAWS.
- V. APPOINTMENT OF DIRECTORS, MEMBERS AND PRESIDENT OF THE AUDIT, CORPORATE PRACTICES AND FINANCE COMMITTEES.
- VI. COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE AUDIT, CORPORATE PRACTICES AND FINANCE COMMITTEES.
- VII. APPOINTMENT OF DELEGATES TO FORMALIZE THE RESOLUTIONS ADOPTED AT THE MEETING.

In order to be admitted into the Meeting, shareholders must prove their status by submitting to the offices of the Company Secretary, located at Avenida Ricardo Margáin Zozaya, No. 325, Colonia Valle del Campestre, San Pedro Garza García municipality, Nuevo León, México with a minimum of 48 (forty-eight) hours before the Meeting, the shares under their name or the corresponding certificates of deposit issued



by a credit institution in Mexico or by a market intermediary operating in accordance with the Mexican Securities Market Law. Additionally, in accordance with Article 14 of the Company's By-Laws, the person to whom the documents evidencing the deposit were issued, must also be registered as a shareholder in the Registry maintained by the Company, and if applicable, in the Significant Participation Registry, and must also comply with the measures designed to prevent the acquisition of shares that would directly or indirectly confer control over the Company, pursuant to Articles 7 and 10 of the Company's By-Laws. If the provisions of subsections II- (A) and II- (B) of the abovementioned Article 7 are not complied with, the Holder(s) will not be able to exercise the inherent rights of their shares, and will be excluded from the shareholders' meeting quorum determination. The Company will not register such Holders in the Shareholders Registry referred to in the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*) and the registry made through the Institute for the Deposit of Securities (*Instituto para el Depósito de Valores*), if applicable, will not take effect.

The certificates of deposit will be exchanged for admission cards, which shall state the name of the shareholder and the number of shares he/she holds or represents. The shares held in deposit or the respective certificates will be returned upon the Meeting's conclusion in exchange for the entrance certificates issued by the Company Secretary. The abovementioned admission cards are required for access to the shareholders meeting.

Stock market intermediaries and other interested parties may collect the proxy forms to be used to attend the Meeting on behalf of shareholders, at the Office of the Company Secretary, located at Avenida Ricardo Margáin Zozaya, No. 325, Colonia Valle del Campestre, San Pedro Garza García, Nuevo León, México.

All Mexican shareholders who have not exchanged their shares for Ordinary Participation Certificates (*Certificados de Participación Ordinarios*) (CEMEX.CPO), or who do not maintain their shares in an investment account with a financial or stock intermediary, and who are recorded in the Shareholders Registry maintained by the Company, will need to submit their Federal Registry of Taxpayers Certificate to attend the Meeting.

Monterrey, N. L. as of January 26, 2012

Lic. Ramiro Villarreal Morales  
Secretary of the Board of Directors