
**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**

For the month of September, 2014

Commission File Number: 001-14946

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

(Translation of Registrant's name into English)

Avenida Ricardo Margáin Zozaya #325, Colonia Valle del Campestre
Garza García, Nuevo León, México 66265
(Address of principal executive office)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Contents

1. Press release, dated September 4, 2014, announcing tender offer by CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) for 9.000% Senior Secured Notes due 2018 issued by CEMEX and 9.250% Senior Secured Notes due 2020 issued by CEMEX España, S.A., acting through its Luxembourg Branch.

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 5, 2014

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

EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

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**CEMEX ANNOUNCES TENDER OFFER FOR
9.000% SENIOR SECURED NOTES DUE 2018 AND
9.250% SENIOR SECURED NOTES DUE 2020**

MONTERREY, MEXICO, SEPTEMBER 4, 2014 – CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) announced today that it has commenced a tender offer (the “Tender Offer”) to purchase up to U.S.\$1,175,000,000 (the “Aggregate Maximum Tender Amount”) of the outstanding 9.000% Senior Secured Notes due 2018 issued by CEMEX (the “2018 Notes”) and 9.250% Senior Secured Notes due 2020 issued by CEMEX España, S.A., acting through its Luxembourg Branch (the “2020 Notes” and, together with the 2018 Notes, the “Notes”), subject to purchase in accordance with the acceptance priority level for each series of Notes (the “Acceptance Priority Level”) and possible proration as described in CEMEX’s Offer to Purchase dated September 4, 2014.

The following table summarizes the material pricing terms for the Tender Offer:

Title of Security	Issuer	CUSIP / ISIN	Aggregate Principal Amount Outstanding	Dollars per U.S.\$1,000 Principal Amount of Notes			Acceptance Priority Level
				Base Consideration	Early Tender Premium	Total Consideration	
9.000% Senior Secured Notes due 2018	CEMEX, S.A.B. de C.V.	151290AW3 / US151290AW36 P2253THR3 / USP2253THR34	U.S.\$1,167,153,000	U.S.\$1,040.00	U.S.\$30.00	U.S.\$1,070.00	1
9.250% Senior Secured Notes due 2020	CEMEX España, S.A., acting through its Luxembourg Branch	151288AA5 / US151288AA51 E28087AA7 / USE28087AA77	U.S.\$ 595,843,000	U.S.\$1,068.75	U.S.\$30.00	U.S.\$1,098.75	2

The Notes will be purchased in accordance with the Acceptance Priority Level (in numerical priority order) as set forth in the table above, and proration of the 2018 Notes or 2020 Notes will be determined in accordance with the terms of the Tender Offer. If CEMEX purchases any Notes in the Tender Offer, Notes tendered at or prior to 5:00 p.m., New York City time, on September 17, 2014 (the “Early Tender Date”), will be accepted for purchase in priority to other Notes tendered after the Early Tender Date even if such Notes tendered after the Early Tender Date have a higher acceptance priority than Notes tendered prior to the Early Tender Date. Because the total principal amount outstanding of the 2018 Notes is less than the Aggregate Maximum Tender Amount, CEMEX will first purchase up to the total principal amount outstanding of 2018 Notes validly tendered at or prior to the Early Tender Date. If at the Early Tender Date the aggregate principal amount of Notes validly tendered exceeds the Aggregate Maximum Tender Amount, CEMEX reserves the right, at its option, not to accept any additional Notes tendered by holders of Notes after the Early Tender Date.

If Notes are validly tendered such that the aggregate principal amount tendered exceeds the Aggregate Maximum Tender Amount, CEMEX will accept for purchase only the Aggregate Maximum Tender Amount of such Notes, and such Notes will be purchased in accordance with the Acceptance Priority Level, so that all such Notes having a higher Acceptance Priority Level will be accepted for purchase before any tendered Notes having a lower Acceptance Priority Level are accepted. If, on the final settlement date, only a portion of the tendered 2018 Notes or, on any given settlement date, only a portion of the tendered 2020 Notes may be accepted for purchase consistent with the Aggregate Maximum Tender Amount, the aggregate principal amount of such Notes accepted for purchase will be prorated based upon the aggregate principal amount of 2018 Notes or 2020 Notes, as applicable, that have been validly tendered and not yet accepted for purchase in the Tender Offer (with appropriate adjustment to avoid purchases of Notes in a principal amount other than U.S.\$100,000 and an integral multiple of U.S.\$1,000 in excess thereof, in the case of the 2018 Notes, or U.S.\$70,000 and an integral multiple of U.S.\$1,000 in excess thereof, in the case of the 2020 Notes), provided that in no event shall CEMEX be obligated to purchase an aggregate principal amount of Notes exceeding the Aggregate Maximum Tender Amount. Nonetheless, Notes tendered prior to the Early Tender Date will have priority over those Notes tendered after the Early Tender Date notwithstanding any acceptance priority that may exist. As a result, 2018 Notes validly tendered after the Early Tender Date but at or prior to 11:59 p.m., New York City time, on October 1, 2014 (the “Expiration Date”) may be subject to proration. Because the Aggregate Maximum Tender Amount (the total principal amount of Notes that CEMEX will accept in the Tender Offer) is greater than the aggregate principal amount outstanding of the 2018 Notes (the series of Notes with the highest acceptance priority), CEMEX will first purchase up to the aggregate principal amount outstanding of 2018 Notes validly tendered at or prior to the Early Tender Date before CEMEX purchases any 2020 Notes (the series of Notes with the lowest acceptance priority) validly tendered at or prior to the Early Tender Date. However, 2018 Notes will only be subject to possible proration if tendered after the Early Tender Date, with such proration to occur, if at all, on the final settlement date.

Holders of Notes that are validly tendered at or prior to the Early Tender Date and whose Notes are accepted for purchase will be entitled to receive the applicable Total Consideration, which includes an early tender payment equal to U.S.\$30.00 per U.S.\$1,000 principal amount of Notes (the “Early Tender Payment”). Holders who tender Notes after the Early Tender Date but at or prior to the Expiration Date and whose Notes are accepted for purchase will be entitled to receive only the applicable Base Consideration per U.S.\$1,000 principal amount of Notes, which amount is equal to the applicable Total Consideration less the Early Tender Payment. Holders who validly tender their Notes in the Tender Offer and whose Notes are accepted for purchase will also receive accrued and unpaid interest on the Notes from the last interest payment date preceding the applicable settlement date to, but not including, such settlement date. Holders of Notes who tender their Notes before the withdrawal deadline, which is 5:00 p.m., New York City time, on September 17, 2014, unless extended, may not withdraw their Notes after the withdrawal deadline, unless otherwise required by law. Holders who tender their Notes after the withdrawal deadline may not withdraw their Notes, unless otherwise required by law. If, at the Early Tender Date, the principal amount of the Notes validly tendered exceeds the Aggregate Maximum Tender Amount (i.e., the Tender Offer is “fully subscribed”), CEMEX has the option not to accept any additional Notes tendered after the Early Tender Date even if such Notes tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes tendered prior to the Early Tender Date.

CEMEX reserves the right, subject to applicable law, to extend, withdraw or terminate the Tender Offer, increase or decrease the Aggregate Maximum Tender Amount or otherwise amend the terms of the Tender Offer.

The Tender Offer will expire at 11:59 p.m., New York City time, on October 1, 2014 and is subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase, including, among others, CEMEX having consummated the issuance of U.S.\$1.1 billion aggregate principal amount of 5.700% Senior Secured Notes due 2025 and €400 million aggregate principal amount of 4.750% Senior Secured Notes due 2022 (together, the “New Notes”) in concurrent international capital markets offerings, which are subject to market conditions. If and when issued, the New Notes will not be registered under the Securities Act of 1933 (the “Securities Act”), or any other securities laws. The New Notes may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from the registration requirements of the Securities Act and applicable securities laws.

CEMEX has retained J.P. Morgan Securities LLC (“J.P. Morgan”) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (“BofA Merrill Lynch”) to act as Dealer Managers for the Tender Offer. Holders with questions about the Tender Offer can contact BofA Merrill Lynch’s Liability Management Group at (888) 292-0070 (toll free) or (646) 855-3401 (collect); or J.P. Morgan’s Liability Management Group at (866) 846-2874 (toll free) or (212) 834-7279 (collect). Holders can obtain additional copies of the Offer to Purchase and related material from the Information Agent and Tender Agent, D.F. King & Co., Inc., at (800) 769-7666 (toll-free) or (212) 269-5550 (collect).

This release is neither an offer to purchase nor a solicitation of an offer to sell or buy any securities in any transaction. The Tender Offer is being made pursuant to the Offer to Purchase and the related letter of transmittal, copies of which will be delivered to holders of the Notes, and which set forth the complete terms and conditions of the Tender Offer. Holders are urged to read the Offer to Purchase and related letter of transmittal carefully before making any decision with respect to the Tender Offer. The Tender Offer is not being made to, nor will CEMEX accept tenders of the Notes from, holders in any jurisdiction in which the Tender Offer would not be in compliance with the securities or blue sky laws of such jurisdiction. None of CEMEX, the Dealer Managers, the tender agent, the information agent or the trustee, or any of their respective affiliates, makes any recommendation in connection with the Tender Offer.

Neither the Offer to Purchase nor any related documents have been filed with, and have not been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

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This press release contains forward-looking statements and information that are necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. CEMEX assumes no obligation to update or correct the information contained in this press release.