
**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 January, 2017

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
San Pedro 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 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 of CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX), dated January 9, 2017, announcing that its indirect subsidiary, Sierra Trading, will present a change and variation notice making an amended offer to the offer and take-over bid that was presented on December 5, 2016 to all shareholders of Trinidad Cement Limited.

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 9, 2017

By: /s/ Rafael Garza

Name: Rafael Garza

Title: Chief Comptroller

EXHIBIT INDEX

**EXHIBIT
NO.**

DESCRIPTION

- | EXHIBIT
NO. | DESCRIPTION |
|------------------------|--|
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**CEMEX ANNOUNCES CHANGE AND VARIATION TO TAKE-OVER BID
 FOR TRINIDAD CEMENT LIMITED**

- New offer price of TT\$5.07 represents 50% premium
- Includes option for shareholders in Trinidad and Tobago and Jamaica to be paid in U.S. Dollars

MONTERREY, MEXICO, JANUARY 9, 2017 – CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) today announced that its indirect subsidiary, Sierra Trading (“Sierra”), will present a change and variation notice making an amended offer (the “Amended Offer”) to the offer and take-over bid that was presented on December 5, 2016 (the “Offer”) to all shareholders of Trinidad Cement Limited (“TCL”), a company publicly listed in Trinidad and Tobago, Jamaica and Barbados, to acquire up to 132,616,942 ordinary shares in TCL, which together with Sierra’s existing share ownership in TCL of approximately 39.5%, would, if successful, result in Sierra holding up to 74.9% of the equity share capital in TCL.

Pursuant to the Amended Offer, Sierra will offer TT\$5.07 in cash per TCL share (the “Revised Offer Price”) and, except for shareholders of TCL in Barbados, shareholders of TCL will have the option to be paid for their TCL shares in TT\$ or in U.S.\$.. Full acceptance of the Offer, as amended by the Amended Offer, in TT\$ would result in a cash payment by Sierra of approximately TT\$672 million (U.S.\$101 million). The Revised Offer Price represents a premium of 50% over the December 1, 2016 closing price of TCL’s shares in the Trinidad and Tobago Stock Exchange.

Among other conditions, the Offer, as amended by the Amended Offer, will be conditional on Sierra acquiring at least an amount of TCL shares that would allow CEMEX, for financial reporting purposes, to consolidate TCL. Unless extended, the Offer period, as amended by the Amended Offer, is expected to close on January 24, 2017 at 3.00 p.m. Trinidad and Tobago time. Sierra does not currently expect to extend the Offer period after January 24, 2017. All other terms and conditions of the Offer not modified by the Amended Offer remain unchanged.

If the Offer, as amended by the Amended Offer, is successful, TCL will continue operating as usual. Additionally, TCL will be maintained as a publicly listed company on the Trinidad and Tobago Stock Exchange with the benefit of a strong local shareholding together with the enhanced benefit of proven management and operational expertise from CEMEX.

TCL’s main operations are in Trinidad and Tobago, Jamaica and Barbados. TCL is the majority shareholder of Caribbean Cement Company Limited (“CCCL”), a main cement producer in Jamaica.

As of September 30, 2016, TCL and its subsidiaries had EBITDA of approximately U.S.\$77 million for the last twelve months, net debt of approximately U.S.\$113 million, representing a net financial leverage of approximately 1.5x. If the Offer is successful TCL would, for financial reporting purposes, be consolidated by CEMEX.

CEMEX is a global building materials company that provides high-quality products and reliable services to customers and communities in more than 50 countries. CEMEX has a rich history of improving the well-being of those it serves through innovative building solutions, efficiency advancements, and efforts to promote a sustainable future.

For more information on CEMEX, please visit www.cemex.com

For more information on TCL, please visit www.tcl.co.tt

For more information on CCCL, please visit www.caribcement.com

The Amended Offer is made pursuant to the Take-Over By-Laws under the Securities Act of the laws of Trinidad and Tobago and corresponding provisions of the securities laws in Jamaica and Barbados. Copies of the Notice of Change and Variation will be delivered to the Board of Directors of TCL and filed with the following regulators (the "Regulators"): the Trinidad and Tobago Securities and Exchange Commission, the Trinidad and Tobago Stock Exchange, the Jamaica Stock Exchange, the Jamaican Financial Services Commission, the Barbados Stock Exchange and the Barbados Financial Services Commission. The Regulators take no responsibility for the veracity or validity of the contents of the Amended Offer documents and in accordance with established practice have neither approved nor disapproved the Offer.

Any questions or requests for assistance may be directed to:

In Trinidad

Republic Securities Limited

2nd Floor, Promenade Centre

72 Independence Square Port of Spain

Tel: (868) 623-0435/6/8/9

Fax: (868) 623-0441

Email: rsinfo@republictt.com

In Jamaica

JCSD Trustee Services Limited

40 Harbour Street

Kingston

Tel. (876) 976-3271

Email: robini@jamstockex.com

Email: michelle.sidar@jamstockex.com

In Barbados

Republic Finance & Trust (Barbados)
Corporation

Mezzanine Floor

Broad Street, Bridgetown

Tel. (246) 431-1262 Ext. 4170

Email: okennedy@republicbarbados.com

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This press release contains forward-looking statements and information that are necessarily subject to risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of CEMEX to be materially different from those expressed or implied in this release. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein, including the Offer, as amended by the Amended Offer, not being successful or the Offer, as amended by the Amended Offer, being consummated under terms and conditions different from the one's referenced in this press release. CEMEX assumes no obligation to update or correct the information contained in this press release. CEMEX is not responsible for the content of any third-party website or webpage referenced to or accessible through this press release.