
**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 April, 2022

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 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 April 26, 2022, announcing expiration, final tender results and final settlement of CEMEX, S.A.B. de C.V.'s ("CEMEX") (NYSE:CX) tender offer for 5.200% Notes due 2030, 5.450% Notes due 2029 and 3.875% Notes due 2031, in each case issued by CEMEX.

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: April 26, 2022

By: /s/ Rafael Garza Lozano

Name: Rafael Garza Lozano
Title: Chief Comptroller

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
1.	Press release, dated April 26, 2022, announcing expiration, final tender results and final settlement of CEMEX, S.A.B. de C.V.'s ("CEMEX") (NYSE: CX) tender offer for 5.200% Notes due 2030, 5.450% Notes due 2029 and 3.875% Notes due 2031, in each case issued by CEMEX.

Media Relations
Jorge Pérez
+52 (81) 8259-6666
jorgeluis.perez@cemex.com

Analyst and Investor Relations
Alfredo Garza / Fabián Orta
+1 (212) 317-6011
+52 (81) 8888-4327
ir@cemex.com



**CEMEX ANNOUNCES EXPIRATION,
FINAL TENDER RESULTS OF CERTAIN NOTES AND
FINAL SETTLEMENT OF TENDER OFFER**

MONTERREY, MEXICO, April 26, 2022 – CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) announced today that its previously announced cash tender offer (the “Tender Offer”) to purchase up to U.S.\$500,000,000 (the “Aggregate Maximum Tender Amount”) of the Notes (as defined below) expired at 11:59 p.m., New York City time, on April 25, 2022 (the “Expiration Date”) and that U.S.\$4,160,000.00 aggregate principal amount of the outstanding 5.200% Notes due 2030 (the “2030 Notes”), U.S.\$3,000,000.00 aggregate principal amount of the outstanding 5.450% Notes due 2029 (the “2029 Notes”) and U.S.\$3,075,000.00 aggregate principal amount of the outstanding 3.875% Notes due 2031 (the “2031 Notes” and, together with the 2030 Notes and the 2029 Notes, the “Notes”), in each case issued by CEMEX, were validly tendered by holders of the Notes after 8:00 a.m., New York City time, on April 11, 2022 (the “Early Tender Date”) and at or prior to the Expiration Date. The Tender Offer was made pursuant to the Offer to Purchase dated March 28, 2022 (the “Offer to Purchase”) and the related letter of transmittal.

CEMEX reported the early tender results and the aggregate principal amount of Notes that CEMEX accepted for purchase on the Early Tender Date (the “Early Settlement Notes”) in its Form 6-K and press release filed with the Securities and Exchange Commission on April 11, 2022.

The following table summarizes the final tender results and the aggregate principal amount of Notes that CEMEX has accepted for purchase as of the Expiration Date excluding the Early Settlement Notes (the “Final Settlement Notes”):

Title of Security	CUSIP / ISIN	Aggregate Principal Amount Outstanding ⁽¹⁾	Total Consideration ⁽²⁾ (3)	Acceptance Priority Level	Principal Amount Tendered	Principal Amount Accepted for Purchase
5.200% Notes due 2030	151290 BX0 / US151290BX00 P2253T JQ3/ USP2253TJQ33	U.S.\$836,238,000.00	U.S.\$961.250	1	U.S.\$4,160,000.00	U.S.\$4,160,000.00
5.450% Notes due 2029	151290 BV4 / US151290BV44 P2253T JN0 / USP2253TJN02	U.S.\$891,352,000.00	U.S.\$982.625	2	U.S.\$3,000,000.00	U.S.\$3,000,000.00
3.875% Notes due 2031	151290 BZ5 / US151290BZ57 P2253T JR1 / USP2253TJR16	U.S.\$1,593,822,000.00	U.S.\$881.875	3	U.S.\$3,075,000.00	U.S.\$3,075,000.00

- (1) Aggregate principal amount outstanding after the cancellation of the Early Settlement Notes.
(2) Per U.S.\$1,000 principal amount.
(3) Total consideration does not include accrued and unpaid interest.

CEMEX has accepted for purchase U.S.\$438,823,000 aggregate principal amount of the tendered Notes, consisting of U.S.\$428,588,000 in Early Settlement Notes and U.S.\$10,235,000 in Final Settlement Notes, including U.S.\$167,922,000 aggregate principal amount of the 2030 Notes, U.S.\$111,648,000 aggregate principal amount of the 2029 Notes and U.S.\$159,253,000 aggregate principal amount of the 2031 Notes. CEMEX made payment for the Early Settlement Notes on April 13, 2022 and expects to make payment for the Final Settlement Notes on April 27, 2022 (the “Final Settlement Date”). Holders of Notes who tender after the Expiration Date will not have any of their Notes accepted for purchase. Any tendered Notes that are not accepted for purchase will be returned or credited without expense to the holder’s account.

Holders of Notes that validly tendered their Notes after the Early Tender Date and on or prior to the Expiration Date and whose Notes have been accepted for purchase are entitled to receive U.S.\$961.250 per U.S.\$1,000 principal amount of 2030 Notes, U.S.\$982.625 per U.S.\$1,000 principal amount of 2029 Notes and U.S.\$881.875 per U.S.\$1,000 principal amount of 2031 Notes accepted for purchase. Holders of Notes who validly tendered their Notes after the Early Tender Date and on or prior to the Expiration Date and whose Notes have been accepted for purchase will also receive accrued and unpaid interest on their accepted Notes from the last interest payment date to, but not including, the Final Settlement Date. The total cash payment to purchase the Final Settlement Notes on the Final Settlement Date will be U.S.\$9,789,319.41. Notes that have been validly tendered cannot be withdrawn, except as may be required by applicable law.

CEMEX retained BofA Securities, Inc. (“BofA Securities”) and J.P. Morgan Securities LLC (“J.P. Morgan Securities”) to act as Dealer Managers for the Tender Offer. Holders with questions about the Tender Offer can contact BofA Securities at +1(888) 292-0070 (toll free) or +1(646) 855-8988 (collect) and J.P. Morgan Securities at +1(886) 846-2874 (toll free) or +1(212) 834-7279 (collect). Holders can obtain additional copies of the Offer to Purchase and related material from the Information Agent and Tender Agent, Global Bondholder Services Corporation, at +1(855) 654-2015 (toll-free) or +1(212) 430-3774 (collect for banks and brokers).

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 was made pursuant to the Offer to Purchase and the related letter of transmittal, copies of which were delivered to holders of the Notes, and which set forth the complete terms and conditions of the Tender Offer. The Tender Offer was not 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 under the indentures governing the Notes, 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, or 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.

This press release contains forward-looking statements within the meaning of the U.S. federal securities laws and information that are necessarily subject to risks, uncertainties, and assumptions, including but not limited to statements related to CEMEX's plans, objectives, expectations (financial or otherwise), and typically can be identified by the use of words such as "will," "may," "assume," "might," "should," "could," "continue," "would," "can," "consider," "anticipate," "estimate," "expect," "envision," "plan," "believe," "foresee," "predict," "potential," "target," "strategy," "intend," "aimed," and similar terms. Although CEMEX believes that its expectations are reasonable, it can give no assurance that these expectations will prove to be correct, and actual results may vary materially from results anticipated by forward-looking statements due to various factors. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties discussed in the Company's most recent annual or quarterly report and detailed from time to time in the Company's other filings with the Securities and Exchange Commission, which factors are incorporated herein by reference, including, but not limited to: the impact of pandemics, epidemics or outbreaks of infectious diseases and the response of governments and other third parties, including with respect to COVID-19, which have affected and may continue to adversely affect, among other matters, the ability of our operating facilities to operate at full or any capacity, supply chains, international operations, availability of liquidity, investor confidence and consumer spending, as well as availability of, and demand for, our products and services; the cyclical activity of the construction sector; our exposure to other sectors that impact our and our client's business, such as, but not limited to, the energy sector; availability of raw materials and related fluctuating prices; competition in the markets in which we offer our products and services; general political, social, health, economic and business conditions in the markets in which we operate or that affect our operations and any significant economic, health, political or social developments in those markets, as well as any inherent risks to international operations; the regulatory environment, including environmental, energy, tax, antitrust, labor and acquisition-related rules and regulations; our ability to satisfy our obligations under our material debt agreements, the indentures that govern our outstanding notes and other debt instruments and financial obligations; the availability of short-term credit lines or working capital facilities, which can assist us in connection with market cycles; the impact of our below investment grade debt rating on our cost of capital and on the cost of the products and services we purchase; loss of reputation of our brands; our ability to consummate asset sales, fully integrate newly acquired businesses, achieve cost-savings from our cost-reduction initiatives, implement our pricing initiatives for our products and generally meet our "Operation Resilience" strategy goals; the increasing reliance on information technology infrastructure for our sales invoicing, procurement, financial statements and other processes that can adversely affect our sales and operations in the event that the infrastructure does not work as intended, experiences technical difficulties or is subjected to cyber-attacks; changes in the economy that affect demand for consumer goods, consequently affecting demand for our products and services; weather conditions, including, but not limited to, excessive rain and snow, and disasters such as earthquakes and floods; trade barriers, including tariffs or import taxes and changes in existing trade policies or changes to, or withdrawals from, free trade agreements, including the United States-Mexico-Canada Agreement ("USMCA"), which was signed on November 30, 2019 and entered into force on July 1, 2020, superseding the North American Free Trade Agreement ("NAFTA"); terrorist and organized criminal activities as well as geopolitical events, such as war and armed conflicts, including the current conflict between Russia and Ukraine; declarations of insolvency or bankruptcy, or becoming subject to similar proceedings; natural disasters and other unforeseen events (including global health hazards such as COVID-19); and the other risks and uncertainties described under "Certain Significant Consequences to Non-Tendering Holders" in the Offer to Purchase and "Risk Factors" in the other documents incorporated by reference therein. You should not place undue reliance on forward-looking statements and any forward-looking statements presented herein are made only as of the date of this press release. The Company does not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, the occurrence of unanticipated events that occur after the date on which the forward-looking statement is made, or otherwise, except as required by applicable law. No assurance can be given that the transactions described herein will be consummated or as to the final terms of any such transactions. CEMEX assumes no obligation to update or correct the information contained in this press release. CEMEX is not responsible for the attention provided in, nor the content of any call made to any third-party phone number referenced to or accessible through this press release, as well as any costs incurred from any calls made to any the aforementioned telephone numbers.

For enquiries or further information please contact:

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

Ave. Ricardo Margáin Zozaya #325

Colonia Valle del Campestre

San Pedro Garza García, Nuevo León

México 66265

Tel: 52 81 8888-4369

E-mail: Rafael.valenzuela@cemex.com

Attention: Rafael Valenzuela Gaytán