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CEMEX SA DE CV
Form 6-K
September 20, 2007

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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, 2007.
Commission File Number 001-14946
CEMEX Corp.
(Translation of registrant's name into English)
Av. Ricardo Margain Zozaya #325, Colonia Valle del Campestre
Garza Garcia, Nuevo Leon, Mexico 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):

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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CEMEX IN NEGOTIATIONS WITH CRH PLC RELATING
TO ASSET DIVESTITURES

MONTERREY, MEXICO, September 17, 2007 - CEMEX, S.A.B. de C.V. (NYSE: CX) announced today that it is in negotiations with CRH plc, the Ireland-based international building materials group, that may lead to the divestiture of certain CEMEX assets located in the United States and in Europe. The completion of any transaction would be subject to

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satisfactory due diligence, the approval of the respective Boards of Directors and the granting of the required regulatory approvals (including the U.S. Department of Justice and other antitrust authorities.)

The assets under negotiation include those operations in Florida and Arizona that the U.S. Department of Justice has required CEMEX to divest as a result of the acquisition of Rinker. In addition, CRH is in negotiations to acquire from CEMEX some or all of the following CEMEX assets in the United States: CEMEX's concrete pipe business; the company's materials and concrete products operations in the Pacific Northwest, Utah, Wyoming, Nebraska, New Mexico and El Paso, Texas; the aggregates operations in Kentucky; CEMEX's cement plants in Wampum, Pennsylvania and Fairborn, Ohio; and, its gypsum wallboard distribution business in Florida. In Europe, the assets under negotiation include the San Feliu cement plant in Catalonia, Spain and CEMEX's ready-mix concrete and aggregates assets in Austria and Hungary. Given the mix of CEMEX and Rinker assets, and the fact that CEMEX's acquisition of Rinker has only recently been completed, detailed combined financial information on a consistent basis is not yet available. Depending on the scale of businesses included in any potential deal, and the outcome of due diligence, the total value of the transactions could range from US\$3.5 billion to US\$4.5 billion (euro 2.5 billion to euro 3.2 billion). Citigroup, Merrill Lynch and Morgan Stanley are acting as financial advisors.

CEMEX is a growing global building materials company that provides high quality products and reliable service to customers and communities in more than 50 countries throughout the world. CEMEX has a rich history of improving the well-being of those it serves through its efforts to pursue innovative industry solutions and efficiency advancements and to promote a sustainable future. For more information, visit www.cemex.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, including, among others, changes in general economic, political, governmental and business conditions globally and in the countries in which CEMEX does business, changes in interest rates, changes in inflation rates, changes in exchange rates, the level of construction generally, changes in cement demand and prices, changes in raw material and energy prices, weather conditions, changes in business strategy and various other factors. 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. CEMEX assumes no obligation to update or correct the information contained in this press release.

EBITDA is defined as operating income plus depreciation and amortization. Free Cash Flow is defined as EBITDA minus net interest expense, maintenance and expansion capital expenditures, change in working capital, taxes paid, and other cash items (net other expenses less proceeds from the

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disposal of obsolete and/or substantially depleted operating fixed assets that are no longer in operation). Net debt is defined as total debt minus the fair value of cross-currency swaps associated with debt minus cash and cash equivalents. The net debt to EBITDA ratio is calculated by dividing net debt at the end of the quarter by EBITDA for the last twelve months. All of the above items are derived from generally accepted accounting principles in Mexico. EBITDA and Free Cash Flow (as defined above) are presented herein because CEMEX believes that they are widely accepted as financial indicators of CEMEX's ability to internally fund capital expenditures and service or incur debt. EBITDA and Free Cash Flow should not be considered as indicators of CEMEX's financial performance, as alternatives to cash flow, as measures of liquidity or as being comparable to other similarly titled measures of other companies.

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 19, 2007

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