

CEMEX SAB DE CV
Form 6-K
April 01, 2016

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 March, 2016

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)

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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

On March 31, 2016, CEMEX, S.A.B. de C.V. (CEMEX) informed the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) about the resolutions adopted at CEMEX's 2015 ordinary general and extraordinary general shareholders meetings that were held on March 31, 2016.

The following is an unofficial English translation of the information that was provided to the Mexican Stock Exchange, in the event of any discrepancy between the English translation and the Spanish version of the information provided to the Mexican Stock Exchange, the Spanish version shall prevail:

Summary of the resolutions adopted in the Ordinary General Shareholders Meeting held pursuant to article 181 of the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*):

FIRST: The Chief Executive Officer Report on the Company's operation during the 2015 fiscal year, the Reports of Financial Situation, the Income Statement, the Statement of Cash Flows and of Changes in Equity, individual and consolidated, for the 2015 fiscal year, with the complementary notes; the Board of Directors Report on operations and activities in which it was involved during the 2015 fiscal year; the Annual Report on the Audit and Corporate Practices and Finance Committees' activities; the Report on the main information and accounting principles and policies followed in the preparation of the financial information, and the Report on the review of the Company's tax situation, were all approved; every act and proceeding by the Chief Executive Officer, the Board of Directors and the Audit and Corporate Practices Committees was approved and confirmed.

SECOND: The resolution on allocation of results for the year ended December 31, 2015 was approved in the following terms:

(amounts in constant million Mexican pesos as of

December 31, 2015)

Accumulated Retained earnings:	81,017
2014 Capitalization:	(7,617)
2015 Earnings:	1201
Equity in subsidiaries and associates:	(349)

Unallocated earnings:	74,252
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Share repurchase reserve:	-
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Retained earnings remainder:	74,252
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THIRD:

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An increase of CEMEX, S.A.B. de C.V.'s capital stock in its variable part by the amount of Ps4 487,312.09 through the issuance of up to 1,616,111,766 ordinary common registered shares without nominal value, of which up to 1,077,404,844 will be Series A and up to 538,703,922 will be Series B, was approved.

The increase in capital stock will be paid with charge to Retained Earnings, effected at a theoretical value of Ps0.00277661 per share, plus a premium which will be determined by the Board of Directors so that the resulting value for each Cemex.CPO equals the weighted average of all Cemex.CPO transactions at the closing of operations of the Mexican Stock Exchange (Bolsa Mexicana de Valores) on April 27, 2016.

The amounts in the capital stock increase and the number of shares and Cemex.CPOs to be issued could vary if convertible notes are converted before the delivery date of the new shares.

Current shareholders of the Company will be awarded 1 (one) new Cemex.CPO for each 25 (twenty-five) Cemex.CPO that they hold; in case their holding is not represented in Cemex.CPO, they will be awarded 3 (three) new shares, 2 (two) Series A and 1 (one) Series B, for each 75 (seventy-five) shares currently outstanding. There will be no cash awarded in any case. Shareholders will exercise their right against coupon number 147 of the current outstanding shares.

FOURTH:

An increase of CEMEX, S.A.B. de C.V.'s capital stock in its variable part by the amount of Ps824,653.17 through the issuance of up to 297,000,000 ordinary common registered shares without nominal value, of which up to 198,000,000 will be Series A and up to 99,000,000 will be Series B, with the same characteristics and the same rights of the currently outstanding shares, was approved. Subscription of the shares that represent the increase in capital stock will be effected at a theoretical value of Ps0.00277661 per share, plus a premium, was approved.

These shares will be kept in treasury and will be destined to preserve the right of conversion of the holders of convertible notes already issued by the Company, pursuant to article 210 Bis, fractions I and VI, of the Mexican General Securities and Credit Operations Law (*Ley General de Títulos y Operaciones de Crédito*). Of the shares that will be issued, up to 27,000,000 shares would back the conversion of Mandatory Convertible Notes issued in Mexico on December 2009 and up to 270,000,000 shares the conversion of Convertible Notes offered on foreign markets on 2011 and 2015.

The exercise of the preemptive right to which article 132 of the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*) refers will not be applicable as the shares will be subscribed and paid through conversion of the Notes, pursuant to article 210 Bis of the Mexican General Securities and Credit Operations Law (*Ley General de Títulos y Operaciones de Crédito*).

FIFTH:

It was approved that the shares representing the increases in capital stock will be represented by Cemex.CPO to be issued by Banco Nacional de México, S.A. as the Trustee in Trust No. 111033-9, issuing up to 637,703,922 Cemex.CPOs which will refer to 2 (two) Series A ordinary shares and 1 (one) Series B ordinary share. For these effects, the shares representing the increase in capital stock will be issued on behalf of the aforementioned trust company.

SIXTH:

It was approved that the certificates representing the shares to be issued, whether temporary or permanent certificates, will have up to 12 coupons attached with the corresponding consecutive numeration, and may be signed by whichever two Directors, pursuant to the terms of the Company's by-laws.

SEVENTH:

It was approved that the Board of Directors is authorized to define the value of the premium to determine the increase in capital stock through earnings capitalization; to formalize the increase in capital stock as the value of subscription is determined and the Notes are converted, and to agree on the terms and conditions that have not been agreed upon by the Meeting.

EIGHT:

It was approved that the Chairman and Secretary of the Board of Directors, as well as the Chief Executive Officer, FERNANDO GONZÁLEZ OLIVIERI, and JOSÉ ANTONIO GONZÁLEZ FLORES and RENÉ DELGADILLO GALVÁN, are

authorized so that anyone of them furnishes the notices and publications that are required as an effect of the resolutions adopted by the Meeting; furthermore, they will be authorized to determine, update and formalize the conversion factor of the Notes pursuant to the corresponding Indenture and Mexican General Securities and Credit Operations Law (*Ley General de Títulos y Operaciones de Crédito*); and they will be authorized to formalize in behalf of the Company the acts, agreements, contracts, declarations of intent and any legal act which is required in relation to the modification of the issuing trust of Cemex.CPO, with the issuance of the required Cemex.CPO and with the modification of the conversion factors of the Notes.

NINTH:

It was approved that the Technical Committee of Trust No. 111033-9 shall be authorized to determine the number of Cemex.CPO to be issued in order to fulfill the resolutions adopted in this Meeting.

TENTH:

The following persons were appointed members of CEMEX, S.A.B. DE C.V.'s Board of Directors:

ROGELIO ZAMBRANO LOZANO	Non-Independent Director (Criteria: Relevant Director of the Company)
FERNANDO ÁNGEL GONZÁLEZ	Non-Independent Director
OLIVIERI	(Criteria: Relevant Director of the Company)
TOMÁS MILMO SANTOS	Non-Independent Director (Criteria: Fourth degree blood relative of the Executive Chairman of the Board of Directors)
IAN CHRISTIAN ARMSTRONG	Non-Independent Director
ZAMBRANO	(Criteria: Fourth degree blood relative of the Executive Chairman of the Board of Directors)
ARMANDO J. GARCÍA SEGOVIA	Independent Director
RODOLFO GARCÍA MURIEL	Independent Director
ROBERTO LUIS ZAMBRANO	
VILLARREAL	Independent Director
DIONISIO GARZA MEDINA	Independent Director
JOSÉ MANUEL RINCÓN	
GALLARDO PURÓN	Independent Director
FRANCISCO JAVIER FERNÁNDEZ	
CARBAJAL	Independent Director
ARMANDO GARZA SADA	Independent Director
DAVID MARTÍNEZ GUZMÁN	Independent Director
EVERARDO ELIZONDO	
ALMAGUER	Independent Director

Based on the mentioned criteria and the reports from each of the proposed persons, it was confirmed that no Director marked as Independent falls under the scenarios mentioned in article 26 of the Mexican Securities Market Law (*Ley del Mercado de Valores*).

- ELEVENTH:** ROGELIO ZAMBRANO LOZANO and RAMIRO GERARDO VILLARREAL MORALES were elected as Chairman and Secretary of the Board of Directors of CEMEX, S.A.B. DE C.V., the latter not being a Director.
- TWELFTH:** It was approved that the Directors be exempted from posting bond.
- THIRTEENTH:** The following persons were appointed members of CEMEX, S.A.B. DE C.V.'s Audit Committee:

JOSÉ MANUEL RINCÓN GALLARDO PURÓN

ROBERTO LUIS ZAMBRANO VILLARREAL

RODOLFO GARCÍA MURIEL

FRANCISCO JAVIER FERNÁNDEZ CARBAJAL

FOURTEENTH: The following persons were appointed members of CEMEX, S.A.B. DE C.V. s Corporate Practices and Finance Committee:

DIONISIO GARZA MEDINA

FRANCISCO JAVIER FERNÁNDEZ CARBAJAL

RODOLFO GARCÍA MURIEL

ARMANDO GARZA SADA

FIFTEENTH: JOSÉ MANUEL RINCÓN GALLARDO PURÓN and DIONISIO GARZA MEDINA were appointed Presidents of the Audit Committee and the Corporate Practices and Finance Committee of CEMEX, S.A.B. de C.V., respectively. The Secretary of the Board of Directors will act as Secretary of the Audit and the Corporate Practices and Finance Committees without forming part of the aforementioned committees.

SIXTEENTH: It was approved that, as honoraria, for the following twelve month period each of the members of CEMEX, S.A.B. de C.V. s Board of Directors will be awarded Ps210,000.00 for each meeting they attend, with charge to statements of operations, plus the equivalent of a Ps50.00 gold coin for each Meeting they attend, as well as awarding each of the members of CEMEX, S.A.B. de C.V. s Audit and Corporate Practices and Finance Committees Ps87,000.00 for each committee meeting they attend; members of the committees created by the Board of Directors shall receive, at most, the same compensation as awarded to the members of the Audit Committee and the Corporate Practices and Finance Committee.

SEVENTEENTH: ROGELIO ZAMBRANO LOZANO, FERNANDO ÁNGEL GONZÁLEZ OLIVIERI and RAMIRO GERARDO VILLARREAL MORALES were appointed so that jointly or separately they appear before the Public Notary of their choice to record the minute relating the present Meeting, formalize and comply, at the proper time, the adopted resolutions and manage their inscription in the corresponding Public Registry of Commerce, if necessary.

In addition, on March 31, 2016, CEMEX informed the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) about the resolutions adopted at CEMEX s extraordinary general shareholders meeting that was held on March 31, 2016.

The following is an unofficial English translation of the information that was provided to the Mexican Stock Exchange, in the event of any discrepancy between the English translation and the Spanish version of the information provided to the Mexican Stock Exchange, the Spanish version shall prevail:

Summary of the resolutions adopted in the Extraordinary General Shareholders Meeting held pursuant to article 181 of the Mexican General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*):

FIRST: It was approved that, CEMEX, S.A.B. de C.V. pursuant to article 210 Bis and other applicable articles of the Mexican General Law of Credit Instruments and Operations

(*Ley General De Títulos y Operaciones de Crédito*), issue notes convertible into ordinary common registered shares without nominal value, represented by ordinary participation certificates (*certificados de participación ordinarios*), for (i) their placement among general investors; and (ii) an exchange offer for the convertible notes issued on March 2015 (due March 2020) and/or their placement among general investors, using the proceeds for the payment and cancellation of the referenced currently outstanding convertible notes. It was approved that this convertible notes may be issued as per the indenture of the convertible notes issued on May 2015 (due 2020), which shall be amended for this purpose.

- SECOND:** CEMEX, S.A.B. de C.V. was authorized to proceed to dispose of all or part of the shares currently held in its treasury and that ensure the conversion rights of the convertible notes due on March 2016 and March 2020, to the extent these are redeemed or cancelled as a result of the legal acts adopted in the First Resolution above, in order to destine them to ensure the conversion of the notes to be issued, the exercise of preferential subscription rights in respect of such shares shall not be applicable, in the event of conversion of the notes, as provided in article 210 Bis of the Mexican General Securities and Credit Operations Law (*Ley General de Títulos y Operaciones de Crédito*).
- THIRD:** The shares referred to in the Second Resolution above will be held in the Company's treasury to be subscribed and paid by the conversion of the notes which issuance is authorized; their subscription and payment will be effected at a theoretical value of Ps0.00277661 per share, plus a premium.
- FOURTH:** The terms and conditions under which the offerings for placement among general investors or exchange will be made, the issuance of the notes, the shares to be allocated to ensure the conversion rights of the new notes, determining the value of the ordinary participation certificates (*certificados de participación ordinarios*) representing the shares issued by the Company, including, if applicable, the premium, for purposes of the conversion of the notes, may be authorized by Rogelio Zambrano Lozano, Fernando Ángel González Olivieri, José Antonio González Flores and/or Ramiro Gerardo Villarreal Morales, within the agreed upon by the Meeting.
- FIFTH:** The necessary powers of attorney were authorized and granted to Rogelio Zambrano Lozano, Fernando Ángel González Olivieri, José Antonio González Flores, Ramiro Gerardo Villarreal Morales, Francisco Javier Figueroa Zambrano, René Delgadillo Galván and/or Guillermo Francisco Hernández Morales, for them to carry out negotiations with any authority for the issuance and placement of the convertible notes and that on behalf of the Company they enter into contracts, unilateral acts of will and other acts that are necessary or appropriate for the issuances and public offerings.
- SIXTH:** Any two members of the Board of Directors were authorized to subscribe the securities representing the notes.
- SEVENTH:** Any of the Chairman and the Secretary of the Board of Directors, and the attorneys-in-fact appointed pursuant to the previous resolutions, were authorized to make publications, notices and communications that are required.
- EIGHT:** ROGELIO ZAMBRANO TREVIÑO, FERNANDO ÁNGEL GONZÁLEZ OLIVIERI and RAMIRO GERARDO VILLARREAL MORALES were appointed so that jointly or separately they appear before the Public Notary of their choice to record the minute relating the present Meeting, formalize and comply, at the proper time, the

adopted resolutions and manage their inscription in the corresponding Public Registry of Commerce, if necessary.

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: March 31, 2016

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