

CEMEX SAB DE CV  
Form 6-K  
February 27, 2012

**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 February, 2012

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**

In connection with the previously announced five separate private placement offers (the Exchange Offers ) to exchange currently outstanding debentures and notes for new notes, CEMEX, S.A.B. de C.V. ( CEMEX ) anticipates disclosing to holders certain information that has not been previously publicly reported. CEMEX has elected to provide this information in this Report on Form 6-K in the attached Exhibit 1 for informational purposes.

The Exchange Offers are being made under Section 4(2) of the Securities Act of 1933, as amended (the Securities Act ), within the United States only to qualified institutional buyers (as defined in Rule 144A under the Securities Act), and outside the United States to persons that are not U.S. persons, as such term is defined in Rule 902(k) of Regulation S under the Securities Act and who would be participating in any transaction in accordance with Regulation S. The new notes being offered in the Exchange Offers have not been registered under the Securities Act and may not be offered or sold in the United States absent an applicable exemption from registration requirements. No assurance can be made that any of the Exchange Offers will be completed.

This report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer or sale would be unlawful.

This report contains forward-looking statements within the meaning of the U.S. federal securities laws. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the U.S. federal securities laws. In some cases, these statements can be identified by the use of forward-looking words such as may, should, could, anticipate, estimate, expect, plan, potential and intend or other similar words. These forward-looking statements reflect our current expectations and projections about future events based on our knowledge of present facts and circumstances and assumptions about future events. These statements necessarily involve risks and uncertainties that could cause actual results to differ materially from our expectations. Some of the risks, uncertainties and other important factors that could cause results to differ, or that otherwise could have an impact on us or our subsidiaries, include:

the cyclical activity of the construction sector;

competition;

general political, economic and business conditions;

the regulatory environment, including environmental, tax and acquisition-related rules and regulations;

our ability to satisfy our obligations under our financing agreement entered into with our major creditors;

our ability to consummate contemplated asset sales and to achieve cost-savings from our cost-reduction initiatives;

weather conditions;

natural disasters and other unforeseen events; and

other risks and uncertainties described under Risk Factors in this report.

The information contained in this report is subject to change without notice, and we are not obligated to publicly update or revise forward-looking statements. Readers should review future reports filed by us with the U.S. Securities and Exchange Commission.

**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: February 27, 2012

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

**EXHIBIT INDEX**

EXHIBIT NO.

DESCRIPTION

1. Certain information with respect to CEMEX.