

Edgar Filing: CEMEX SA DE CV - Form CB

CEMEX SA DE CV  
Form CB  
February 02, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form CB  
TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

|  |                                     |
|--|-------------------------------------|
| Securities Act Rule 801 (Rights Offering)                                  | <input type="checkbox"/>            |
| Securities Act Rule 802 (Exchange Offer)                                   | <input checked="" type="checkbox"/> |
| Exchange Act Rule 13e-4(h) (8) (Issuer Tender Offer)                       | <input checked="" type="checkbox"/> |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer)                      | <input type="checkbox"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response)                      | <input type="checkbox"/>            |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b) (8) | <input type="checkbox"/>            |

CEMEX, S.A. de C.V.

-----  
(Name of Subject Company)

CEMEX Corp.

-----  
(Translation of Subject Company's Name into English (if applicable))

United Mexican States

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(Jurisdiction of Subject Company's Incorporation or Organization)

CEMEX, S.A. de C.V.

-----  
(Name of Person(s) Furnishing Form)

Options to purchase Ordinary Participation  
Certificates (CPOs), each CPO representing one Series  
A share and two Series B shares of  
CEMEX, S.A. de C.V., issued pursuant to the  
CEMEX, S.A. de C.V. Employee Stock Option Plan

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(Title of Class of Subject Securities)

Not Applicable

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(CUSIP Number of Class of Securities (if applicable))

Jill Simeone

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CEMEX NY Corp.  
590 Madison Avenue, 41st Floor  
New York, New York 10022  
(Tel) +1-212-317-6000

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(Name, Address (including zip code) and Telephone Number  
(including area code) of Person(s) Authorized to Receive  
Notices and Communications on Behalf of Subject Company)

with a copy to:

Robert M. Chilstrom, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(Tel) +1-212-735-3950

January 30, 2004

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(Date Tender Offer/Rights Offering Commenced)

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

- (a) An English version of the 2004 Option Exchange Program Brochure disseminated to participants in the CEMEX. S.A. de C.V. Employee Stock Option Plan on January 30, 2004 is attached to this Form CB as Exhibit A.
- (b) Not Applicable

Item 2. Informational Legends

A legend in compliance with Rule 802(b) of the Rules and Regulations of the Securities and Exchange Commission under the Securities Act of 1933, as amended, has been included on the cover page of the 2004 Option Exchange Program Brochure listed in Item 1 above.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) Not Applicable
- (2) Not Applicable
- (3) Not Applicable

PART III - CONSENT TO SERVICE OF PROCESS

- (1) CEMEX, S.A. de C.V. is filing with the Securities and Exchange Commission a written irrevocable consent and power of attorney on Form F-X concurrently with the furnishing of this Form CB.
- (2) Not Applicable

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PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Rodrigo Trevino

-----  
(Signature)

Rodrigo Trevino, Chief Financial Officer

-----  
(Name and Title)

February 2, 2004

-----  
(Date)

EXHIBIT INDEX

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Exhibit  
Number

Description

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Exhibit A            English version of 2004 Option Exchange Program Brochure  
disseminated to participants in the CEMEX. S.A.  
de C.V. Employee Stock Option Plan on January 30, 2004.  
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