

RINKER GROUP LTD  
Form SC14D9C  
November 02, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14D-9**

**Solicitation/Recommendation Statement Under  
Section 14(d)(4) Of The Securities Exchange Act Of 1934**

---

**RINKER GROUP LIMITED**

ABN 53 003 433 118  
(Name of Subject Company)

---

**RINKER GROUP LIMITED**

ABN 53 003 433 118  
(Name of Person(s) Filing Statement)

---

**Ordinary Shares**  
**American Depositary Shares, each representing five Ordinary Shares**  
(Title of Class of Securities)

**Ordinary Shares (ISIN: AU000000RIN3)**  
**American Depositary Shares (CUSIP: 76687M101)**  
(CUSIP Number of Class of Securities)

**Peter Abraham**  
**General Counsel & Company Secretary, Rinker Group Limited**  
**Level 8, Tower B, 799 Pacific Highway**  
**Chatswood NSW 2067. Australia**  
**+ 61 2 9412 6678**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

**WITH COPIES TO:**

**Philip T. Ruegger III, Esq.**  
**Alan M. Klein, Esq.**  
**Simpson Thacher & Bartlett LLP**  
**425 Lexington Avenue**  
**New York, New York 10017**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
-

**TABLE OF CONTENTS**

**Exhibit**

**1:            Nov 2            Letter to Rinker shareholders regarding Cemex proposed bid**

*Important legal information*

**IMPORTANT NOTICE**

This communication has been made public by Rinker Group Limited ( Rinker ). Investors are urged to read Rinker s Solicitation/Recommendation Statement on Schedule 14D-9 when it is filed by Rinker with the U.S. Securities and Exchange Commission (the SEC ), as it will contain important information. The Solicitation/Recommendation Statement (if and when it becomes available), and other public filings made from time to time by Rinker with the SEC which are related to the proposed offer by Cemex S.A.B. de C.V. ( Cemex ) (if and when the offer is commenced), are available without charge at the SEC s website at [www.sec.gov](http://www.sec.gov) and at Rinkner s website at [www.rinker.com](http://www.rinker.com).

2

---