

YPF SOCIEDAD ANONIMA

Form SC 13G/A

February 14, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934**

(Amendment No. 1)\*

**YPF Sociedad Anónima (the “Issuer”)**

(Name of Issuer)

**Class D Common Shares, par value 10 pesos per share (“Class D Shares”)**

**American Depositary Shares, Each Representing One Class D Share (“ADSs”)**

(Title of Class of Securities)

**P9897X131 (Class D Shares); 984245100 (ADSs)**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 2 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**Carlos Slim Helú**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

7 SOLE DISPOSITIVE POWER  
**7 - 0 -**

8 SHARED DISPOSITIVE POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON\*  
**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 3 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**Carlos Slim Domit**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 ☐ SOLE VOTING POWER  
NUMBER OF SHARES **- 0 -**

6 ☐ SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

7 ☐ SOLE DISPOSITIVE POWER  
**- 0 -**

8 ☐ SHARED DISPOSITIVE POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON\*  
**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 4 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**Marco Antonio Slim Domit**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 ☐ SOLE VOTING POWER  
NUMBER OF SHARES - 0 -

6 ☐ SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))

7 ☐ SOLE DISPOSITIVE POWER  
- 0 -

8 ☐ SHARED DISPOSITIVE POWER  
32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))

12 TYPE OF REPORTING PERSON\*  
IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 5 of 16 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**1** Patrick Slim Domit  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

**2** (a) ☐  
(b) ☐

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

**5** SOLE VOTING POWER  
NUMBER OF **5** - 0 -  
SHARES

**6** SHARED VOTING POWER  
BENEFICIALLY **6** 32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))  
OWNED BY

**7** SOLE DISPOSITIVE POWER  
EACH **7** - 0 -  
REPORTING

**8** SHARED DISPOSITIVE POWER  
PERSON WITH **8** 32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ☐

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing  
32,150,394 Class D Shares) (See Item 4(b))

**12** TYPE OF REPORTING PERSON\*  
IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 6 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**María Soumaya Slim Domit**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 ☐ SOLE VOTING POWER  
NUMBER OF SHARES **- 0 -**

6 ☐ SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

7 ☐ SOLE DISPOSITIVE POWER  
**- 0 -**

8 ☐ SHARED DISPOSITIVE POWER  
PERSON WITH **32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON\*  
**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 7 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**Vanessa Paola Slim Domit**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 SHARED VOTING POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

7 SOLE DISPOSITIVE POWER  
**7 - 0 -**

8 SHARED DISPOSITIVE POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON\*  
**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.



CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 8 of 16 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
**Johanna Monique Slim Domit**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a) ☐  
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
**México**

5 ☐ SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **5 - 0 -**

6 ☐ SHARED VOTING POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

7 ☐ SOLE DISPOSITIVE POWER  
**7 - 0 -**

8 ☐ SHARED DISPOSITIVE POWER  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**32,150,394 ADSs (representing 32,150,394 Class D Shares)<sup>1</sup> (See Item 4(c))**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**8.2% of the total Class D Shares outstanding (the 32,150,394 ADSs representing 32,150,394 Class D Shares) (See Item 4(b))**

12 TYPE OF REPORTING PERSON\*  
**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 9 of 16 Pages**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**1**                    **Inmobiliaria Carso, S.A. de C.V.**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
**2**                    (a) ☐  
                         (b) ☐  
**3**                    SEC USE ONLY  
**4**                    CITIZENSHIP OR PLACE OF ORGANIZATION  
                         **México**  
                         **5** SOLE VOTING POWER  
NUMBER OF        **5** - 0 -  
SHARES  
BENEFICIALLY **6** SHARED VOTING POWER  
OWNED BY        **9,775,000 ADSs (representing 9,775,000 Class D Shares)<sup>1</sup> (See Item 4(c))**  
EACH  
REPORTING        **7** SOLE DISPOSITIVE POWER  
                         **7** - 0 -  
PERSON WITH **8** SHARED DISPOSITIVE POWER  
                         **9,775,000 ADSs (representing 9,775,000 Class D Shares)<sup>1</sup> (See Item 4(c))**  
**9**                    AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
                         PERSON  
                         **9,775,000 ADSs (representing 9,775,000 Class D Shares)<sup>1</sup> (See Item 4(c))**  
**10**                  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
                         CERTAIN SHARES\* ☐  
                         PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**11**                  **2.5 % of the total Class D Shares outstanding (the 9,775,000 ADSs representing**  
                         **9,775,000 Class D Shares) (See Item 4(b))**  
**12**                  TYPE OF REPORTING PERSON\*  
                         **HC**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 10 of 16 Pages**

NAMES OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON  
(ENTITIES ONLY)

1 **Grupo Financiero Inbursa,**  
**S.A.B. de C.V.**  
CHECK THE  
APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP\*  
(a) ☐  
(b) ☐  
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE  
OF ORGANIZATION  
**México**

NUMBER 5 <sup>SOLE VOTING POWER</sup>  
OF **- 0 -**

SHARES  
BENEFICIALLY 6 <sup>SHARED VOTING POWER</sup>  
OWNED BY **22,375,394 ADSs (representing 22,375,394 Class D Shares)<sup>1</sup> (See Item 4(c))**  
EACH  
REPORTING 7 <sup>SOLE DISPOSITIVE POWER</sup>  
**- 0 -**

PERSON WITH 8 <sup>SHARED DISPOSITIVE POWER</sup>  
**22,375,394 ADSs (representing 22,375,394 Class D Shares)<sup>1</sup> (See Item 4(c))**  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
9 PERSON  
**22,375,394 ADSs (representing 22,375,394 Class D Shares)<sup>1</sup> (See Item 4(c))**  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ☐  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
11 **5.7% of the total Class D Shares outstanding (the 22,375,394 ADSs representing**  
**22,375,394 Class D Shares) (See Item 4(b))**  
12 TYPE OF REPORTING PERSON\*  
**HC**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

---

<sup>1</sup> Each ADS may be exchanged for one Class D Share.

**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 11 of 16 Pages**

**Item**

**1.**

**Name of Issuer:**

(a)

YPF Sociedad Anónima (the “Issuer”)

**Address of Issuer’s Principal Executive Offices:**

Address of Issuer’s Principal Executive Offices:

(b)

Macacha Güemes 515

C1106BKK Ciudad Autónoma de Buenos Aires, Argentina

**Item**

**2.**

(a) **Name of Persons Filing:**

This statement is filed pursuant to Rule 13d-2(b) under the U.S. Securities Exchange Act of 1934, as amended (the “Act”), by the persons listed below (the “Reporting Persons”).

(1)

Carlos Slim Helú, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, María Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the “Slim Family”). The members of the Slim Family are beneficiaries of a Mexican trust which in turn owns all of the outstanding voting securities of Inmobiliaria Carso, S.A. de C.V. (“Inmobiliaria”). The Slim Family also owns a majority of the outstanding voting equity securities of Grupo Financiero Inbursa, S.A.B. de C.V. (“GFI”).

(2)

Inmobiliaria, a *sociedad anónima de capital variable* organized under the laws of the United Mexican States (“Mexico”), is a holding company with portfolio investments in various companies.

(3)

GFI, a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico, is a financial services holding company. GFI owns the majority of the outstanding voting equity securities of several financial institutions organized in Mexico, including a broker-dealer, a bank, an insurance company and a surety bonding company.





**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 12 of 16 Pages**

**Address of Principal Business Office:**

(i) The principal business address for each member of the Slim Family is:

Paseo de las Palmas 736  
Colonia Lomas de Chapultepec  
11000 México D.F.  
México

(ii) Inmobiliaria's principal business address is:

(b) Lago Zurich 245  
Presa Falcon, Piso 20  
Colonia Granada Ampliación  
11529 México D.F.  
México

(iii) GFI's principal business address is:

Paseo de las Palmas 750  
  
Colonia Lomas de Chapultepec  
11000 México D.F.  
  
México

**Citizenship:**

(c) Each member of the Slim Family is a Mexican citizen and each of Inmobiliaria and GFI is a Mexican corporation.

**Title of Class of Securities:**

(d) Class D Common Shares, par value 10 pesos per share ("Class D Shares") and American Depositary Shares, each representing one Class D Share ("ADSs")

**CUSIP Number:**

(e) P9897X131 (Class D Shares); 984245100 (ADSs)

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):**

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;

- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 13 of 16 Pages

- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;  
Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
- (i) Investment Company Act; or
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

**Amount Beneficially Owned:**

- As of the date of this filing, (i) Inmobiliaria, directly or indirectly, owns 9,775,000 ADSs, representing 9,775,000 Class D Shares, and (ii) the Slim Family, which are beneficiaries of a Mexican trust that in turn owns all of the issued and outstanding voting equity securities of Inmobiliaria, may be deemed to beneficially own indirectly the ADSs beneficially owned, directly or indirectly, by
- (a) Inmobiliaria.

- As of the date of this filing, (i) GFI, directly or indirectly, owns 22,375,394 ADSs, representing 22,375,394 Class D Shares, and (ii) the Slim Family, which owns a majority of the outstanding voting equity securities of GFI, may be deemed to beneficially own indirectly the ADSs beneficially owned, directly or indirectly, by GFI.

(b) **Percent of Class:**

The Class D Shares beneficially owned by the Slim Family constitute approximately 8.2% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission on April 26, 2013.

The Class D Shares beneficially owned by Inmobiliaria constitute approximately 2.5% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission on April 26, 2013.

The Class D Shares beneficially owned by GFI constitute approximately 5.7% of the 393,260,983 issued and outstanding Class D Shares, as reported in the Form 20-F filed by the Issuer with the Securities and Exchange Commission

on April 26, 2013.

(c) **Number of shares as to which such person has:**

**(i) Sole power to vote or to direct the vote: -0-**

**Shared power to vote or to direct the vote:**

**As to the Slim Family: 32,150,394 Class D Shares**

**(ii)**

**As to Inmobiliaria: 9,775,000 Class D Shares**

**As to GFI: 22,375,394 Class D Shares**

**(iii) Sole power to dispose or to direct the disposition of: -0-**

**Shared power to dispose or direct the disposition of:**

**As to the Slim Family: 32,150,394 Class D Shares**

**(iv)**

**As to Inmobiliaria: 9,775,000 Class D Shares**

**As to GFI: 22,375,394 Class D Shares**

CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 14 of 16 Pages

**Item 5. Ownership of  
Five Percent  
or Less of a  
Class.**

If this ☐  
statement is  
being filed  
to report  
the fact that  
as of the  
date hereof  
the  
reporting  
person has  
ceased to  
be the  
beneficial  
owner of  
more than  
five percent  
of the class  
of  
securities,  
check the  
following:

**Item 6. Ownership of  
More than  
Five Percent  
on Behalf of  
Another  
Person.**

Not applicable.  
**Item 7. Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being  
Reported on  
by the Parent  
Holding  
Company.**

Class D Shares  
reported as  
beneficially  
owned by GFI  
include ADSs  
representing  
Class D Shares  
owned by its  
subsidiary  
Banco Inbursa  
S.A.,  
Institución de  
Banca  
Multiple,  
Grupo  
Financiero  
Inbursa.

**Identification  
and  
Classification  
of Members  
of the Group.**

The identity of  
each member  
of the group  
filing this  
schedule is as  
follows: Carlos  
Slim Helú,  
Carlos Slim  
Domit, Marco  
Antonio Slim

**Item 8.** Domit, Patrick  
Slim Domit,  
María  
Soumaya Slim  
Domit,  
Vanessa Paola  
Slim Domit,  
Johanna  
Monique Slim  
Domit,  
Inmobiliaria  
Carso, S.A. de  
C.V. and  
Grupo  
Financiero  
Inbursa,  
S.A.B. de C.V.

**Item 9.**

**Notice of  
Dissolution of  
Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**Exhibit No.**

Exhibit 99.1 Power of Attorney for Carlos Slim Helú  
Exhibit 99.2 Power of Attorney for Carlos Slim Domit  
Exhibit 99.3 Power of Attorney for Marco Antonio Slim Domit  
Exhibit 99.4 Power of Attorney for Patrick Slim Domit  
Exhibit 99.5 Power of Attorney for María Soumaya Slim Domit  
Exhibit 99.6 Power of Attorney for Vanessa Paola Slim Domit  
Exhibit 99.7 Power of Attorney for Johanna Monique Slim Domit  
Exhibit 99.8 Power of Attorney for GFI  
Exhibit 99.9 Power of Attorney for Inmobiliaria

**CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 15 of 16 Pages**

The Joint Filing Agreement, which is filed as an exhibit to the Schedule 13G filed by the Reporting Persons with the U.S. Securities and Exchange Commission on June 14, 2012 in respect of their ownership of Class D Shares, is hereby incorporated herein by reference.





CUSIP No. P9897X131 (Class D); 984245100 (ADSs) Page 16 of 16 Pages

## SIGNATURE

After reasonable 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.

\_\_\_\_\_  
Carlos Slim Domit

\_\_\_\_\_  
Marco Antonio Slim Domit

\_\_\_\_\_  
Patrick Slim Domit

\_\_\_\_\_  
María Soumaya Slim Domit

\_\_\_\_\_  
Vanessa Paola Slim Domit

\_\_\_\_\_  
Johanna Monique Slim Domit

By: /s/ Raul Humberto Zepeda Ruiz

Raul Humberto Zepeda Ruiz

*Attorney-in-Fact*

February 14, 2014

INMOBILIARIA CARSO, S.A. DE C.V.

\_\_\_\_\_  
By: Raul Humberto Zepeda Ruiz

Title: Attorney-in-Fact

GRUPO FINANCIERO INBURSA, S.A.B. DE C.V.

\_\_\_\_\_  
By: Raul Humberto Zepeda Ruiz

Title: Attorney-in-Fact