

RINKER GROUP LTD
Form SC 14D9/A
December 01, 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**

(Amendment No. 2)

RINKER GROUP LIMITED

(Name of Subject Company)

RINKER GROUP LIMITED

(Name of Person(s) Filing Statement)

Ordinary Shares

American Depositary Shares, each representing the right to receive 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

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WITH COPIES TO:

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- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Rinker Group Limited (Rinker) with the Securities and Exchange Commission on November 28, 2006 (as amended, the Statement) relating to the offer by CEMEX Australia Pty Ltd., a corporation incorporated under the laws of Australia and a wholly owned subsidiary of CEMEX, S.A.B. de. C.V., to purchase all of the ordinary shares of Rinker including Rinker s American Depositary Shares which each represent the right to receive five Rinker Shares.

Capitalized terms used but not defined herein have the meanings assigned to such terms in the Statement.

Item 9. Exhibits.

Item 9 is amended and supplemented by adding the following thereto:

Exhibit
No.

Description

- | | |
|---------|--|
| (a)(12) | Letter dated December 1, 2006 to the Australian Stock Exchange regarding the issuance of a second request by the U.S. Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended |
| (a)(13) | Rinker Group Limited communication to employees dated December 1, 2006 as posted on Rinker Group Limited s internal website |
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SIGNATURE

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.

Dated: December 1, 2006

RINKER GROUP LIMITED.

By:

/s/ Thomas Burmeister

Name: *Thomas Burmeister*

Title: *Chief Financial Officer*

INDEX TO EXHIBITS

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