

RINKER GROUP LTD  
Form SC 14D9/A  
December 01, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

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**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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- 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**

**Exhibit**

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