

RINKER GROUP LTD  
Form SC 14D9/A  
January 22, 2007

**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. 7)

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)

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- o 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. 7 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 represents 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**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| (a)(20)    | Press release of Rinker Group Limited, dated January 22, 2007 |

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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: January 22, 2007

RINKER GROUP LIMITED

By: */s/ THOMAS BURMEISTER*  
Name: *Thomas Burmeister*  
Title: *Chief Financial Officer*

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**INDEX TO EXHIBITS**

Exhibit

No.

**Description**

(a)(20) Press release of Rinker Group Limited, dated January 22, 2007

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