

AMERICA MOVIL SAB DE CV/
Form 424B2
September 06, 2013
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Filed Pursuant to Rule 424(b)(2)

Registration No. 333-182394

Calculation of Registration Fee

Title of Each Class of	Aggregate	Amount of
Securities Offered	Offering Price	Registration Fee ⁽¹⁾
Senior Floating Rate Notes due 2016	U.S.\$750,000,000	U.S.\$102,300

⁽¹⁾ The registration fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 28, 2012)

América Móvil, S.A.B. de C.V.

U.S.\$750,000,000 Floating Rate Senior Notes due 2016

We are offering U.S.\$750,000,000 aggregate principal amount of our Floating Rate Senior Notes due 2016 (the notes).

The notes bear interest at a floating rate equal to three-month LIBOR determined for the relevant interest period plus 1.0%. We will pay interest on the notes on March 12, June 12, September 12 and December 12 of each year, beginning on December 12, 2013. The notes will mature on September 12, 2016.

The notes will rank equally in right of payment with all of our other unsecured and unsubordinated debt obligations from time to time outstanding. The notes will not be guaranteed by any of our subsidiaries.

In the event of certain changes in the applicable rate of Mexican withholding taxes on interest, we may redeem the notes, in whole but not in part, at a price equal to 100% of their principal amount plus accrued interest to the redemption date.

We will apply to list the notes on the New York Stock Exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and page 4 of the accompanying prospectus.

	Price to Public(1)	Underwriting Discounts	Price to Underwriters	Proceeds to América Móvil(1)
Floating Rate Senior Notes due 2016	100.00%	0.10%	99.90%	U.S.\$ 749,250,000

(1) Plus accrued interest, if any, from September 12, 2013.

THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS ARE SOLELY OUR RESPONSIBILITY AND HAVE NOT BEEN REVIEWED OR AUTHORIZED BY THE *COMISIÓN NACIONAL BANCARIA Y DE VALORES* (THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION, OR CNBV). THE TERMS AND CONDITIONS OF THIS OFFER WILL BE NOTIFIED TO THE CNBV FOR INFORMATIONAL PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES OR OUR SOLVENCY. THE NOTES MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXCEPTION UNDER ARTICLE 8 OF THE *LEY DEL MERCADO DE VALORES* (MEXICAN SECURITIES MARKET LAW). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF US.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the notes will be made in book-entry form through The Depository Trust Company (DTC) on or about September 12, 2013.

Joint Book-Running Managers

Citigroup

**Banca IMI
Co-Managers**

BBVA

Mitsubishi UFJ Securities

Mizuho Securities

The date of this prospectus supplement is September 5, 2013

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We are responsible for the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein. Neither we nor any of the underwriters has authorized any person to give you any other information, and neither we nor any of the underwriters takes any responsibility for any other information that others may give you. This document may only be used where it is legal to sell these securities. You should not assume that the information contained in this prospectus

supplement, the accompanying prospectus and the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. We are not making an offer of these securities in any jurisdiction where the offer is not permitted.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights key information described in greater detail in this prospectus supplement or the accompanying prospectus, including the documents incorporated by reference. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference before making an investment decision.

AMÉRICA MÓVIL

We provide telecommunications services in 18 countries. We are the largest provider of wireless communications services in Latin America, based on the number of subscribers, with the largest market share in Mexico and the third-largest in Brazil, in each case based on the number of subscribers. We also have major fixed-line operations in Mexico, Brazil, Colombia and 11 other countries.

SUMMARY OF THE OFFERING

*The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete description of the terms and conditions of the notes, see *Description of Notes* in this prospectus supplement and *Description of Debt Securities* in the accompanying prospectus.*

Issuer	América Móvil, S.A.B. de C.V.
Notes Offered	U.S.\$750,000,000 Floating Rate Senior Notes due 2016.
Price to Public	100.00%, plus accrued interest, if any, from September 12, 2013.
Issue Date	The notes will be issued on September 12, 2013.
Maturity	The notes will mature on September 12, 2016.
Interest Rate	The notes will bear interest at a floating rate equal to three-month LIBOR (determined as described under <i>Description of Notes</i> General Determination of Interest Rate) plus 1.0%. The interest rate for each subsequent interest period will be reset quarterly on each interest determination date.
Interest Payment Dates	Interest on the notes will be payable on March 12, June 12, September 12 and December 12 of each year, beginning on December 12, 2013.

Ranking

The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated debt. The notes will be effectively subordinated to all of our existing and future secured obligations and to all existing and future liabilities of our subsidiaries. All of our outstanding debt securities that were issued in the Mexican and international markets through mid-September 2011 are unconditionally guaranteed by Telcel. Accordingly, the holders of those outstanding debt securities

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will have priority over the holders of the notes with respect to claims to the assets of Telcel. The notes do not restrict our ability or the ability of our subsidiaries to incur additional indebtedness in the future.

As of June 30, 2013, we had, on an unconsolidated basis (parent company only), unsecured and unsubordinated indebtedness of (a) approximately Ps.404.3 billion (U.S.\$30.7 billion) excluding guarantees of our subsidiaries' indebtedness and (b) approximately Ps.416.6 billion (U.S.\$31.6 billion) including guarantees of our subsidiaries' indebtedness. As of June 30, 2013, our subsidiaries had indebtedness (excluding guarantees of indebtedness of us and our other subsidiaries) of approximately Ps.54.2 billion (U.S.\$4.1 billion). Since that date, we have incurred additional indebtedness described under "Capitalization" in this prospectus supplement.

Use of Proceeds

We intend to use the net proceeds from the sale of the notes for general corporate purposes, including the repayment of outstanding Mexican peso-denominated indebtedness. See "Use of Proceeds" in this prospectus supplement.

Further Issuances

We may, from time to time without the consent of holders of the notes, issue additional notes on the same terms and conditions as the notes, which additional notes will increase the aggregate principal amount of, and will be consolidated and form a single series with, the notes.

Payment of Additional Amounts

If you are not a resident of Mexico for tax purposes, payments of interest on the notes to you will generally be subject to Mexican withholding tax at a rate of 4.9%. See "Taxation - Mexican Tax Considerations" in this prospectus supplement and in the accompanying prospectus. We will pay additional amounts in respect of those payments of interest so that the amount you receive after Mexican withholding tax is paid equals the amount that you would have received if no such Mexican withholding tax had been applicable, subject to some exceptions as described under "Description of Notes - Payment of Additional Amounts" in this prospectus supplement and "Description of Debt Securities - Payment of Additional Amounts" in the accompanying prospectus.

Tax Redemption

If, due to changes in Mexican laws relating to Mexican withholding taxes, we are obligated to pay additional amounts on the notes in excess of those attributable to a Mexican withholding tax rate of 4.9%, we may redeem the outstanding notes, in whole but not in part, at any time, at a price equal to 100% of their principal amount plus accrued interest to the redemption date.

Listing

We will apply to list the notes on the New York Stock Exchange. However, we will not be required to maintain this listing.

CUSIP

The CUSIP for the notes is 02364W BF1.

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ISIN	The ISIN for the notes is US02364WB F14.
Form and Denominations	The notes will be issued only in registered form without coupons and in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.
Trustee, Registrar, Principal Paying Agent and Transfer Agent	The Bank of New York Mellon.
Calculation Agent	The Bank of New York Mellon.
Governing Law	The indenture, the supplemental indenture relating to the notes and the notes will be governed by the laws of the State of New York.
Risk Factors	Before making an investment decision, prospective purchasers of notes should consider carefully all of the information included in this prospectus supplement and the accompanying prospectus, including, in particular, the information under Risk Factors in this prospectus supplement and the accompanying prospectus and in Item 3 Risk Factors in the 2012 Form 20-F (as defined herein), incorporated by reference herein.

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PRESENTATION OF FINANCIAL INFORMATION

This prospectus supplement incorporates by reference our audited consolidated financial statements as of December 31, 2012 and 2011 and for each of the years ended December 31, 2012, 2011 and 2010, which are included in the 2012 Form 20-F. This prospectus supplement also incorporates by reference our unaudited consolidated financial data as of June 30, 2013 and for the six months ended June 30, 2013 and 2012, which are included in our report on Form 6-K filed with the SEC on September 3, 2013. See "Incorporation of Certain Documents by Reference" in this prospectus supplement.

Our audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (the IASB) as of December 31, 2012, and our unaudited interim condensed consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB as of January 1, 2013. Our audited consolidated financial statements and our unaudited interim condensed consolidated financial statements are presented in Mexican pesos. The financial statements of our non-Mexican subsidiaries have been translated to Mexican pesos. Note 2(b)(iii) to our audited consolidated financial statements describes how we translate the financial statements of our non-Mexican subsidiaries.

References herein to Mexican pesos or Ps. are to the lawful currency of Mexico. References herein to U.S. dollars or U.S.\$ are to the lawful currency of the United States.

This prospectus supplement contains translations of various Mexican peso amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations by us that the Mexican peso amounts actually represent the U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, we have translated U.S. dollar amounts from Mexican pesos at the exchange rate of Ps.13.1884 to U.S.\$1.00, which was the rate reported by *Banco de México* for June 30, 2013, as published in the Mexican Official Gazette of the Federation (*Diario Oficial de la Federación*, or Official Gazette).

Certain figures included in this prospectus supplement have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be exact arithmetic aggregations of the figures that precede them.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus supplement incorporates important information about us that is not included in or delivered with the prospectus supplement. The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

our annual report on Form 20-F for the year ended December 31, 2012, filed with the SEC on April 30, 2013, as amended by Amendment No. 1 on Form 20-F/A, filed with the SEC on September 5, 2013 (SEC File No. 001-16269) (together, the 2012 Form 20-F);

our report on Form 6-K, filed with the SEC on September 3, 2013 (SEC File No. 001-16269), containing a discussion of our results of operations for the six months ended June 30, 2013 and 2012, of our financial condition as of June 30, 2013 and of certain recent developments, including our announced intended offer to purchase all of the issued and outstanding ordinary shares of Koninklijke KPN N.V. (KPN) that we do not already own (the Proposed KPN Offer) (the September 3 Form 6-K);

our report on Form 6-K, filed with the SEC on September 3, 2013 (SEC File No. 001-16269), containing our unaudited interim condensed consolidated financial statements as of June 30, 2013 and for the six months ended June 30, 2013 and 2012;

any future annual reports on Form 20-F filed with the SEC under the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this prospectus supplement and prior to the termination of the offering of the notes; and

any future reports on Form 6-K that we file with, or furnish to, the SEC after the date of this prospectus supplement and prior to the termination of the offering of the notes that are identified in such reports as being incorporated by reference in our Registration Statement on Form F-3 (SEC File No. 333-182394).

Any statement contained in any of the foregoing documents shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of any and all of the information that has been incorporated by reference in this prospectus supplement and that has not been delivered with this prospectus supplement, at no cost, by writing or telephoning us at Lago Zurich 245, Edificio Telcel, Colonia Granada Ampliación, Delegación Miguel Hidalgo, 11529, México D.F., México, Attention: Investor Relations, telephone (5255) 2581-4449.

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E. Washington, D.C. 20549. You may obtain information on the

operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Any filings we make electronically will be available to the public over the Internet at the SEC's web site at www.sec.gov.

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RISK FACTORS

In addition to the risk factors below, you should refer to the risk factors discussed under **Risk Factors** in the accompanying prospectus and **Item 3 Risk Factors** in the 2012 Form 20-F incorporated by reference in this prospectus supplement. Certain risk factors below relate to the Proposed KPN Offer. We have included a description of the Proposed KPN Offer in the September 3 Form 6-K.

Risks Relating to the Notes

The amount of interest payable on the notes is set only once per interest period based on the three-month LIBOR rate on the interest determination date, which rate may fluctuate substantially

In the past, the level of the three-month LIBOR rate has experienced significant fluctuations. You should note that historical levels, fluctuations and trends of the three-month LIBOR rate are not necessarily indicative of future levels. Any historical upward or downward trend in the three-month LIBOR rate is not an indication that the three-month LIBOR rate is more or less likely to increase or decrease at any time during a floating rate interest period, and you should not take the historical levels of the three-month LIBOR rate as an indication of its future performance. You should further note that although the actual three-month LIBOR rate on an interest payment date or at other times during an interest period may be higher than the three-month LIBOR rate on the applicable interest determination date, you will not benefit from the three-month LIBOR rate at any time other than on the interest determination date for such interest period. As a result, changes in the three-month LIBOR rate may not result in a comparable change in the market value of the notes.

Uncertainty relating to the LIBOR calculation process may adversely affect the value of the notes

Regulators and law enforcement agencies in the United Kingdom and elsewhere are conducting civil and criminal investigations into whether the banks that contribute to the British Bankers Association (BBA), in connection with the calculation of daily LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR.

Actions by the BBA, regulators or law enforcement agencies may result in changes to the manner in which LIBOR is determined. At this time, it is not possible to predict the effect of any such changes and any other reforms to LIBOR that may be enacted in the United Kingdom or elsewhere. Uncertainty as to the nature of such potential changes may adversely affect the trading market for LIBOR-based securities, including the notes.

Risks Relating to the Proposed KPN Offer

The Proposed KPN Offer may not be successful

On August 9, 2013 we announced our intention to make a tender offer in cash for all the shares of KPN that we do not already own, at a price of 2.40 per share. A number of factors may prevent us from successfully completing the Proposed KPN Offer, including insufficient interest from KPN's shareholders, absence of regulatory approvals, competing bids, the position of the KPN Foundation (as defined in the September 3 Form 6-K) concerning our offer or failure of other conditions to our offer. It is possible that the Proposed KPN Offer will not be completed in the near term, on the announced terms, or at all.

KPN has not provided us with access to its management, internal documentation or auditors for the purpose of verifying information regarding KPN

KPN has not agreed to cooperate with us in connection with the Proposed KPN Offer or the offering of the notes, and it has not given us access to its management, internal documentation or auditors for the purpose of verifying information regarding KPN. Thus, the information contained in this document regarding KPN has been derived from publicly available sources, and we cannot assure you that this information is accurate or complete.

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In addition, we have had limited information available in deciding to pursue the Proposed KPN Offer and any negative information regarding KPN that is not known to us could materially and negatively affect the value of our investment in KPN.

We are currently subject to a ratings watch and the rating agencies may downgrade us

On August 13, 2013, after our announcement of the Proposed KPN Offer, S&P placed our corporate credit rating on watch for a potential downgrade, stating that financing the Proposed KPN Offer with debt could weaken our credit profile. On August 12, 2013, Moody's placed our corporate credit rating on review for downgrade as well. Our credit rating is a significant factor in determining the pricing and availability of our debt in the secondary market, and changes in our credit ratings could increase our costs for new debt financing.

If the KPN tender offer is successful, we will be exposed to additional risks related to KPN

KPN is subject to risks generally applicable to a telecommunications company, which include risks analogous to those described in the 2012 Form 20-F, under Item 3 Risk Factors Risks Related to the Telecommunications Industry Generally and Risks Related to our Operations. According to publicly available information, additional risks related to KPN have included:

As a result of the increasing substitution of data services, in place of traditional voice and SMS communications, KPN's traditional voice and SMS markets have been decreasing and are expected to continue to decrease due to increasing competition from alternative modes of telecommunication.

KPN faces decreases in fixed and mobile termination rates in the Netherlands, Belgium and Germany, as the national regulatory authorities have been taking action to significantly reduce termination rates in these countries. On April 16, 2013, the Dutch telecommunications regulator, the Authority for Consumers and Markets (*Autoriteit Consument en Markt*), published a draft decision which may result in further reductions in termination rates. In addition, increasingly stringent price caps on roaming charges have been instituted throughout the European Union. As a result, roaming charges KPN may charge its wholesale customers for voice, SMS and data roaming are expected to decline until the end of 2014, and after that time, retail prices for these services will be subject to price caps until July 2017.

According to The Organisation for Economic Co-operation and Development, the macro-economic outlook in KPN's geographical markets remains relatively weak compared to historical levels, with projected 2013 gross domestic product (GDP) growth of 0.2%, 0.6% and 0.5% in the Netherlands, Germany and Belgium, respectively. Weakness in the Dutch, German or Belgian economies, and, in particular, low GDP growth and increasing levels of unemployment, has had and, if such economic weakness persists, may continue to have a direct negative impact on the spending patterns of customers, both in terms of the products they subscribe for and the extent to which they use such products.

Many of KPN's employees are members of unions, and KPN may experience employee or labor relations problems, which may lead to work stoppages, reputational damage or increased costs.

KPN's challenger strategy in Germany and Belgium, where it competes with incumbent mobile service providers which generally have superior brand recognition, distribution networks and financial resources, may not be successful.

Following the results of a 2012 Dutch spectrum auction, each of Fitch Ratings Ltd., Moody's and S&P downgraded KPN's debt.

KPN's deployment of its FttH (fiber to the home) network is dependent upon its joint venture, Reggefiber. Increasing KPN's ownership in the joint venture would require KPN to fully consolidate Reggefiber's assets and liabilities on KPN's consolidated balance sheet, resulting in substantial additional leverage.

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KPN is subject to risks from legal and similar proceedings, particularly relating to KPNQwest and Reggefiber, and adverse judgments could result in restrictions or limitations being imposed on KPN or result in a material adverse effect on its results of operations and financing condition.

KPN has recognized impairment of goodwill, tangible and intangible assets related to KPN's IT Solutions segment and to the extent economic conditions worsen, KPN may need to record impairment charges relating to certain of its businesses, such as Getronics, E-Plus or Reggefiber, and such charges, while not directly affecting KPN's cash flows, could have a material adverse effect on its results of operations or financial condition.

KPN has significant deferred tax assets which may not be recoverable.

Market perceptions concerning the stability of the euro could negatively impact KPN's business or KPN's ability to refinance KPN's liabilities.

KPN might be unable to complete the E-Plus Disposition.

We may carry significantly more long-term debt obligations if the acquisition is completed

At the announced tender offer price of \$2.40 per share, the total value of the Proposed KPN Offer transaction would be approximately \$7.2 billion. If the tender offer is successful and we finance the full value using debt, our leverage would increase. In addition, KPN has a substantial amount of debt, which we would consolidate if we acquire more than 50% of its voting securities in the Proposed KPN Offer or subsequently.

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Mexico has a free market for foreign exchange, and the Mexican government allows the Mexican peso to float freely against the U.S. dollar. We cannot assure you that the Mexican government will maintain its current policies with regard to the Mexican peso or that the Mexican peso will not depreciate or appreciate significantly in the future.

The following table sets forth, for the periods indicated, the high, low, average and period-end noon buying rates in New York City for cable transfers payable in Mexican pesos published by the Federal Reserve Bank of New York, expressed in Mexican pesos per U.S. dollar. The rates have not been restated in constant currency units and therefore represent nominal historical figures.

Period	High	Low	Average⁽¹⁾	Period End
2008	13.9350	9.9166	11.2124	13.8320
2009	15.4060	12.6318	13.5777	13.0576
2010	13.1940	12.1556	12.6352	12.3825
2011	14.2542	11.5050	12.4270	13.9510
2012	14.3650	12.6250	13.1404	12.9635
2013				
January	12.7891	12.5857		12.7344
February	12.8798	12.6260		12.7788
March	12.7956	12.3155		12.3155
April	12.3404	12.0680		12.1323
May	12.7791	11.9760		12.7791
June	12.9000	12.6980		12.6980
July	13.0440	12.5040		12.8570
August	13.3355	12.5620		13.3355

(1) Annual averages are calculated from month-end rates.

The noon buying rate published by the Federal Reserve Bank of New York on August 30, 2013 (the latest practicable date prior to the date hereof) was Ps. 13.3355 to U.S.\$1.00.

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USE OF PROCEEDS

The net proceeds from the sale of the notes, after payment of underwriting discounts and transaction expenses, are expected to be approximately U.S.\$749 million (or approximately Ps.10,029 million using the exchange rate of Ps.13.3896 to U.S.\$1.00 as of September 5, 2013). We intend to use the net proceeds from the sale of the notes for general corporate purposes, including the repayment of outstanding Mexican peso-denominated indebtedness.

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The following table sets forth our consolidated capitalization as of June 30, 2013 and as adjusted to reflect the issuance and sale of the notes. This table does not reflect additional indebtedness incurred since June 30, 2013, consisting of bank loans totaling approximately Ps.11 billion, 3.259% Senior Notes due 2023 in an aggregate principal amount of 750 million and 4.948% Senior Notes due 2033 in an aggregate principal amount of £300 million. In addition, on September 2, 2013, we agreed to issue and sell in an offshore offering to non-U.S. persons 900 million of our Euro NC5 (Euro Series A) Capital Securities due 2073, 550 million of our Euro NC10 (Euro Series B) Capital Securities due 2073 and £550 million of our GBP NC7 Capital Securities due 2073, which we expect to issue on September 6, 2013 (collectively, the Capital Securities due 2073).

On August 20, 2013, we secured the necessary funds to fully finance payment of the offering price in connection with the Proposed KPN Offer described in the September 3 Form 6-K by entering into a credit facility that provides for maximum funding of 7.2 billion. The credit facility may be drawn solely for the purpose of funding the Proposed KPN Offer. The maximum amount available under the credit facility will be reduced by the net proceeds from the sale of the Capital Securities due 2073 and the notes offered hereby, and would be further reduced if we receive net proceeds from other specified transactions.

U.S. dollar amounts in the table are presented solely for your convenience using the exchange rate of Ps.13.1884 to U.S.\$1.00, which was the rate reported by *Banco de México* for June 30, 2013, as published in the Official Gazette.

	As of June 30, 2013			
	Actual		As Adjusted	
	(millions of Mexican pesos)	(millions of U.S. dollars)	(millions of Mexican pesos)	(millions of U.S. dollars)
	(unaudited)			
Debt:				
Denominated in U.S. dollars:				
Export credit agency credits	Ps. 5,361	U.S.\$ 406	Ps. 5,361	U.S.\$ 406
Other bank loans	2,983	226	2,983	226
5.500% Notes due 2014	10,485	795	10,485	795
5.750% Notes due 2015	9,392	712	9,392	712
3.625% Senior Notes due 2015	9,891	750	9,891	750
5.500% Senior Notes due 2015	7,317	555	7,317	555
2.375% Senior Notes due 2016	26,377	2,000	26,377	2,000
5.625% Notes due 2017	7,690	583	7,690	583
5.000% Senior Notes due 2019	9,891	750	9,891	750
5.500% Senior Notes due 2019	4,977	377	4,977	377
5.000% Senior Notes due 2020	28,023	2,125	28,023	2,125
8.57% Senior Notes due 2020	4,616	350	4,616	350
3.125% Senior Notes due 2022	21,101	1,600	21,101	1,600
6.375% Notes due 2035	12,942	981	12,942	981
6.125% Notes due 2037	4,869	369	4,869	369
6.125% Senior Notes due 2040	26,377	2,000	26,377	2,000
4.375% Senior Notes due 2042	15,167	1,150	15,167	1,150
			9,891	750

Floating Rate Senior Notes due 2016
offered hereby

Total	Ps. 207,460	U.S.\$ 15,730	Ps. 217,352	U.S.\$ 16,481
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	As of June 30, 2013			
	Actual (millions of Mexican pesos)	(millions of U.S. dollars)	As Adjusted (millions of Mexican pesos)	(millions of U.S. dollars)
	(unaudited)			
Denominated in Mexican pesos:				
Bank Loans	Ps. 31,300	U.S.\$ 2,373	Ps. 31,300	U.S.\$ 2,373
Domestic senior notes (<i>certificados bursátiles</i>):				
	46,939	3,559	46,939	3,559
8.75% Senior Notes due 2016	4,500	341	4,500	341
9.00% Senior Notes due 2016	5,000	379	5,000	379
6.45% Senior Notes due 2022	22,500	1,706	22,500	1,706
8.46% Senior Notes due 2036	7,872	597	7,872	597
Total	Ps. 118,111	U.S.\$ 8,956	Ps. 118,111	U.S.\$ 8,956
Denominated in euro:				
3.75% Senior Notes due 2017	Ps. 17,158	U.S.\$ 1,301	Ps. 17,158	U.S.\$ 1,301
4.125% Senior Notes due 2019	17,158	1,301	17,158	1,301
3.000% Senior Notes due 2021	17,158	1,301	17,158	1,301
4.75% Senior Notes due 2022	12,869	976	12,869	976
Total	64,343	4,879	64,343	4,879
Denominated in pounds sterling:				
5.00% Senior Notes due 2026	10,032	761	10,032	761
5.75% Senior Notes due 2030	13,041	989	13,041	989
4.375% Senior Notes due 2041	15,048	1,141	15,048	1,141
Total	38,121	2,890	38,121	2,890
Denominated in Japanese yen:				
1.23% Senior Notes due 2014	918	70	918	70
1.53% Senior Notes due 2016	678	51	678	51
2.95% Senior Notes due 2039	1,729	131	1,729	131
Total	3,325	252	3,325	252
Denominated in Colombian pesos	3,087	234	3,087	234
Denominated in Brazilian reais	1,487	113	1,487	113
Denominated in other currencies	22,564	1,711	22,564	1,711
Total debt	458,499	34,765	468,390	35,515
Less short-term debt and current portion of long-term debt	57,433	4,355	57,433	4,355
Total long-term debt	Ps. 401,066	U.S.\$ 30,411	Ps. 410,957	U.S.\$ 31,161
Equity:				
Capital stock	96,400	7,309	96,400	7,309
Total retained earnings	188,654	14,305	188,654	14,305
	(79,528)	(6,030)	(79,528)	(6,030)

Other comprehensive income (loss)
items

Non-controlling interest	8,852	671	8,852	671
Total equity	214,378	16,255	214,378	16,255
Total capitalization (total long-term debt plus equity)	Ps. 615,444	U.S.\$ 46,666	Ps. 625,335	U.S.\$ 47,416

As of June 30, 2013, we had, on an unconsolidated basis (parent company only), unsecured and unsubordinated indebtedness of (a) approximately Ps.404.3 billion (U.S.\$30.7 billion) excluding guarantees of our subsidiaries indebtedness and (b) approximately Ps.416.6 billion (U.S.\$31.6 billion) including guarantees of our subsidiaries indebtedness. As of June 30, 2013, our subsidiaries had indebtedness (excluding guarantees of indebtedness of us and our other subsidiaries) of approximately Ps.54.2 billion (U.S.\$4.1 billion).

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DESCRIPTION OF NOTES

The following description of the specific terms and conditions of the notes supplements the description of the general terms and conditions set forth under "Description of Debt Securities" in the accompanying prospectus. It is important for you to consider the information contained in the accompanying prospectus and this prospectus supplement before making an investment in the notes. If any specific information regarding the notes in this prospectus supplement is inconsistent with the more general terms and conditions of the notes described in the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

In this section of this prospectus supplement, references to "we," "us" and "our" are to América Móvil, S.A.B. de C.V. only and do not include our subsidiaries or affiliates. References to "holders" mean those who have notes registered in their names on the books that we or the trustee maintain for this purpose, and not those who own beneficial interests in notes issued in book-entry form through DTC or in notes registered in street name. Owners of beneficial interests in the notes should refer to "Form of Securities, Clearing and Settlement" in the accompanying prospectus.

General

Base Indenture and Supplemental Indenture

The notes will be issued under a base indenture, dated as of June 28, 2012, and under a supplemental indenture relating to the notes. References to the "indenture" are to the base indenture as supplemented by the supplemental indenture. The indenture is an agreement between us and The Bank of New York Mellon, as trustee.

The notes will not be guaranteed by any of our subsidiaries. All of our outstanding debt securities that were issued in the Mexican and international markets through mid-September 2011 are unconditionally guaranteed by Telcel.

Principal and Interest

The aggregate principal amount of the notes will initially be U.S.\$750,000,000. The notes will mature on September 12, 2016.

The notes will bear interest for each interest period at a rate determined by the calculation agent. The interest rate on the notes for a particular interest period will be a rate equal to three-month LIBOR as determined on the interest determination date plus 1.0%. The interest determination date for an interest period will be the second London business day preceding the first day of such interest period. Promptly upon determination, the calculation agent will inform us of the interest rate for the next interest period. "London business day" means a day on which commercial banks are open for dealings in U.S. dollar deposits in the London interbank market.

We will pay interest on the notes quarterly in arrears on March 12, June 12, September 12 and December 12 of each year, beginning on December 12, 2013 (each, an "interest payment date"), unless any such interest payment date (other than an interest payment date at maturity in respect of principal of the notes) is not a business day, in which case the interest payment date will be postponed to the next succeeding business day (except that, if that business day falls in the next succeeding calendar month, the interest payment date will be the immediately preceding business day).

Interest periods for the notes will begin on and include each interest payment date and end on but exclude the next succeeding interest payment date or the maturity date, as the case may be, except that the initial interest period will begin on and include the issue date and end on but exclude the first interest payment date. Each such period in respect of which interest on the notes is payable is an "interest period."

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We will make payments on the notes to the holders in whose names the notes are registered at the close of the day on which DTC is open for business immediately preceding the relevant interest payment date for so long as the notes are in registered global form. The interest rates and interest payments on the notes and related matters will be determined as set forth under **Determination of Interest Rate**.

We will pay interest on the notes on the interest payment dates stated above and at maturity. Each payment of interest due on an interest payment date or at maturity will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date. Interest will be computed on the basis of a 360-day year and the actual number of days that have elapsed in the applicable interest period.

Determination of Interest Rate

As long as any notes are outstanding, we will maintain a calculation agent for calculating the interest rates on the notes. We have initially appointed The Bank of New York Mellon to serve as the calculation agent.

On any interest determination date, LIBOR will be equal to the offered rate for deposits in U.S. dollars having an index maturity of three months, as such rate appears on the Reuters Page LIBOR 01 (or on such other page as may replace Reuters Page LIBOR 01 on that service, or, if on such interest determination date, the three-month LIBOR does not appear or is not available on the designated Reuters Page, the Bloomberg L.P. page **BBAM** or such other page as may replace the Bloomberg L.P. page **BBAM** on that service) as of approximately 11:00 a.m. (London time) on such interest determination date.

If three-month LIBOR does not appear on any of the pages described above, the three-month LIBOR, in respect of such interest determination date, will be determined as follows: the calculation agent will request the principal London offices of each of four major reference banks in the London interbank market, as selected by the calculation agent (after consultation with us), to provide the calculation agent with its offered quotation for deposits in U.S. dollars for the period of three months commencing on the applicable interest reset date, to prime banks in the London interbank market at approximately 11:00 a.m. (London time) on that interest determination date and in a principal amount of not less than U.S.\$1,000,000 for a single transaction in U.S. dollars in such market at such time. If at least two quotations are provided, then the three-month LIBOR on such interest determination date will be the arithmetic mean of such quotations. If fewer than two such quotations are provided, then the three-month LIBOR on such interest determination date will be the arithmetic mean of the rates quoted at approximately 11:00 a.m. (New York City time) on such interest determination date by three major reference banks in New York City selected by the calculation agent (after consultation with us) for loans in U.S. dollars to leading European banks, having an index maturity of three months and in a principal amount of not less than U.S.\$1,000,000 for a single transaction in U.S. dollars in such market at such time; *provided, however*, that if the banks selected by the calculation agent (after consultation with us) are not providing quotations in the manner described by this sentence, the three-month LIBOR determined as of such interest determination date will be the three-month LIBOR in effect on such interest determination date.

All percentages resulting from any calculation of any interest rate for the notes will be rounded, if necessary, to the nearest one hundred thousandth of a percentage point, with five one-millionths of a percentage point rounded upward (e.g., 3.876545% (or .03876545) would be rounded to 3.87655% (or .0387655)), and all U.S. dollar amounts will be rounded to the nearest cent, with one-half cent being rounded upward. Each calculation of the interest rate on the notes by the calculation agent will (in the absence of manifest error) be final and binding on the holders of the notes and us.

The calculation agent will publish the interest period, the interest payment date, the interest rate for that interest period, and the amount of interest to be paid on the notes for each interest period in the manner for giving notice to

holders of the notes described below. The calculations of the calculation agent will, in the absence of manifest error, be conclusive for all purposes and binding on the holders of the notes.

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The interest rate on the notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States law of general application. Neither the calculation agent nor the trustee will have any obligation to ensure our compliance with the foregoing restriction.

Ranking of the Notes

We are a holding company, and our principal assets are shares that we hold in our subsidiaries. The notes will not be secured by any of our assets or properties. As a result, by owning the notes, you will be one of our unsecured creditors. The notes will not be subordinated to any of our other unsecured debt obligations. In the event of a bankruptcy or liquidation proceeding against us, the notes would rank equally in right of payment with all our other unsecured and unsubordinated debt.

The notes will not be guaranteed by any of our subsidiaries. Claims of creditors of our subsidiaries, including trade creditors and bank and other lenders, will have priority over the holders of the notes in claims to assets of our subsidiaries.

All of our outstanding debt securities that were issued in the Mexican and international markets through mid-September 2011 are unconditionally guaranteed by Telcel. Accordingly, the holders of those outstanding debt securities will have priority over the holders of the notes with respect to claims to the assets of Telcel.

Stated Maturity and Maturity

The day on which the principal amount of the notes is scheduled to become due is called the *stated maturity* of the principal of the notes. On the *stated maturity* of the principal for the notes, the full principal amount of the notes will become due and payable. The principal may become due before the *stated maturity* by reason of redemption or acceleration after a default. The day on which the principal actually becomes due, whether at the *stated maturity* or earlier, is called the *maturity* of the principal.

We also use the terms *stated maturity* and *maturity* to refer to the dates when interest payments become due. For example, we may refer to a regular interest payment date when an installment of interest is scheduled to become due as the *stated maturity* of that installment. When we refer to the *stated maturity* or the *maturity* of the notes without specifying a particular payment, we mean the *stated maturity* or *maturity*, as the case may be, of the principal.

Form and Denominations

The notes will be issued only in registered form without coupons in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.

Except in limited circumstances, the notes will be issued in the form of global notes. See *Form of Securities, Clearing and Settlement Global Securities* in the accompanying prospectus.

Further Issues

We reserve the right, from time to time without the consent of holders of the notes, to issue additional notes on terms and conditions identical to those of the notes (except for issue date, issue price and the date from which interest will accrue and, if applicable, first to be paid), which additional notes will increase the aggregate principal amount of, and will be consolidated and form a single series with the notes.

Payment of Additional Amounts

We are required by Mexican law to deduct Mexican withholding taxes from payments of interest to investors who are not residents of Mexico for tax purposes as described under Taxation Mexican Tax Considerations.

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Subject to the limitations and exceptions described in [Description of Debt Securities Payment of Additional Amounts](#) in the accompanying prospectus, we will pay to holders of the notes all additional amounts that may be necessary so that every net payment of interest or principal or premium, if any, to the holder will not be less than the amount provided for in the notes. By net payment, we mean the amount that we or our paying agent will pay the holder after deducting or withholding an amount for or on account of any present or future taxes, duties, assessments or other governmental charges imposed with respect to that payment by a Mexican taxing authority. See [Description of Debt Securities Payment of Additional Amounts](#) in the accompanying prospectus.

Any references in this prospectus supplement to principal, premium, if any, interest or other amounts payable in respect of the notes by us will be deemed to also refer to any additional amounts that may be payable in accordance with the provisions described under [Description of Debt Securities Payment of Additional Amounts](#) in the accompanying prospectus.

Redemption

We will not be permitted to redeem the notes before their stated maturity, except for taxation reasons as set forth under [Tax Redemption](#). The notes will not be entitled to the benefit of any sinking fund meaning that we will not deposit money on a regular basis into any separate account to repay your notes. In addition, you will not be entitled to require us to repurchase your notes from you before the stated maturity.

Tax Redemption

We will have the right to redeem the notes upon the occurrence of certain changes in the tax laws of Mexico as a result of which we become obligated to pay additional amounts on the notes in respect of withholding taxes at a rate in excess of 4.9%, in which case we may redeem the notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued interest to the redemption date. See [Description of Debt Securities Optional Redemption Redemption for Taxation Reasons](#) in the accompanying prospectus.

Covenants

Holders of the notes will benefit from certain covenants contained in the indenture and affecting our ability to incur liens to secure debt, enter into sale and leaseback transactions, sell shares of capital stock of Telcel, merge or consolidate with other entities and take other specified actions, as well as requiring us to provide certain reports or information to holders of notes. See [Description of Debt Securities Covenants](#) and [Description of Debt Securities Merger, Consolidation or Sale of Assets](#) in the accompanying prospectus.

Defaults, Remedies and Waiver of Defaults

Holders of the notes will have special rights if an event of default with respect to the notes occurs and is not cured. You should read the information under [Description of Debt Securities Defaults, Remedies and Waiver of Defaults](#) in the accompanying prospectus.

Defeasance

The notes will be subject to the defeasance provisions described in the accompanying prospectus under [Description of Debt Securities Defeasance](#).

Currency Indemnity

The notes will be subject to the currency indemnity provisions described in the accompanying prospectus under Description of Debt Securities Currency Indemnity.

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Notices

As long as we issue notes in global form, notices to be given to holders will be given to DTC, in accordance with its applicable policies as in effect from time to time. If we issue notes in certificated form, notices to be given to holders will be sent by mail to the respective addresses of the holders as they appear in the trustee's records, and will be deemed given when mailed.

Neither the failure to give any notice to a particular holder, nor any defect in a notice given to a particular holder, will affect the sufficiency of any notice given to another holder.

Our Relationship with the Trustee

The Bank of New York Mellon is initially serving as the trustee for the notes. The Bank of New York Mellon and its affiliates may have other business relationships with us from time to time.

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TAXATION

The following summary of certain Mexican federal and U.S. federal income tax considerations contains a description of the principal Mexican federal and U.S. federal income tax consequences of the purchase, ownership and disposition of the notes, but does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase the notes. This summary does not describe any tax consequences arising under the laws of any state, locality or taxing jurisdiction other than the United States and Mexico, or U.S. federal taxes other than income taxes (except certain European Union related taxes discussed below).

This summary is based on the tax laws of Mexico and the United States as in effect on the date of this prospectus supplement (including the tax treaty described below), as well as on rules and regulations of Mexico and regulations, rulings and decisions of the United States available on or before such date and now in effect. All of the foregoing are subject to change, which change could apply retroactively and could affect the continued validity of this summary.

Prospective purchasers of notes should consult their own tax advisors as to the Mexican, United States or other tax consequences of the purchase, ownership and disposition of the notes, including, in particular, the application to their particular situations of the tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

Mexican Tax Considerations

The following is a general summary of the principal consequences under the Mexican *Ley del Impuesto sobre la Renta* (the Mexican Income Tax Law) and rules and regulations thereunder, as currently in effect, of the purchase, ownership and disposition of the notes by a holder that is not a resident of Mexico and that will not hold notes or a beneficial interest therein in connection with the conduct of a trade or business through a permanent establishment in Mexico (a foreign holder).

For purposes of Mexican taxation, tax residency is a highly technical definition that involves the application of a number of factors. Generally, an individual is a resident of Mexico if he or she has established his or her home in Mexico, and a corporation is considered a resident if it has established in Mexico its principal place of business management or its effective seat of business management. However, any determination of residence should take into account the particular situation of each person or legal entity.

U.S./Mexico and Other Tax Treaties

The United States and Mexico have entered into a Convention for the Avoidance of Double Taxation (collectively, with subsequent Protocols thereto, referred to as the tax treaty). Provisions of the tax treaty that may affect the taxation of certain United States holders are summarized below. The United States and Mexico have also entered into an agreement that covers the exchange of information with respect to tax matters. Mexico has also entered into and is negotiating several other tax treaties that may reduce the amount of Mexican withholding tax to which payments of interest on the notes may be subject. Prospective purchasers of the notes should consult their own tax advisors as to the tax consequences, if any, of such treaties.

Payments of Interest, Principal and Premium in Respect of the Notes

Under the Mexican Income Tax Law, payments of interest we make in respect of the notes (including payments of principal in excess of the issue price of such notes, which, under Mexican law, are deemed to be interest) to a foreign holder will generally be subject to a Mexican withholding tax assessed at a rate of 4.9% if (1) the notes are placed

through banks or brokerage houses (*casas de bolsa*) in a country with which Mexico has entered into a tax treaty for the avoidance of double taxation, which is in effect, (2) the documents evidencing

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this offer and the notes are notified to the CNBV, pursuant to the Mexican Securities Market Law, and (3) the information requirements specified by the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*, or the SHCP) under its general rules are satisfied. In case such requirements are not met, the applicable withholding tax rate will be 10%. We believe that because the conditions described in (1) through (3) above will be satisfied, except as described below, the applicable withholding tax rate will be 4.9% and we expect to withhold tax at such rate.

A higher income tax withholding rate will be applicable when the effective beneficiaries of payments treated as interest, whether directly or indirectly, individually or collectively with related persons, who receive more than 5% of the aggregate amount of such payments on the notes are (1) our shareholders who own, directly or indirectly, individually or collectively with related persons, more than 10% of our voting stock, or (2) legal entities more than 20% of whose stock is owned by us, directly or indirectly, individually or collectively with related persons, as set forth in the Mexican Income Tax Law.

Under the Mexican Income Tax Law, payments of interest we make with respect to the notes to a non-Mexican pension or retirement fund generally will be exempt from Mexican withholding taxes, provided that (1) the fund is the effective beneficiary of such interest income, (2) the fund is duly established pursuant to the laws of its country of origin, (3) the relevant interest income is exempt from taxation in such country, and (4) the fund is duly registered with the SHCP's Registry of Banks, Finance Entities, Pension Funds and Foreign Investment Funds.

We have agreed, subject to specified exceptions and limitations, to pay additional amounts to the holders of notes in respect of the Mexican withholding taxes mentioned above. If we pay additional amounts in respect of such Mexican withholding taxes, any refunds of such additional amounts will be for our account. See Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Holders or beneficial owners of notes may be requested to provide certain information or documentation necessary to enable us to establish the appropriate Mexican withholding tax rate applicable to such holders or beneficial owners. In the event that the specified information or documentation concerning the holder or beneficial owner, if requested, is not provided on a timely basis, our obligations to pay additional amounts may be limited as set forth under Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

In the event of certain changes in the applicable rate of Mexican withholding taxes, we may redeem the notes, in whole (but not in part) at any time, at a redemption price equal to 100% of their principal amount plus accrued interest and any additional amounts due thereon to the redemption date. See Description of Debt Securities Optional Redemption Redemption for Taxation Reasons in the accompanying prospectus.

Under the Mexican Income Tax Law, payments of principal we make to a foreign holder of the notes will not be subject to any Mexican withholding or similar taxes.

Taxation of Disposition of Notes

The application of the Mexican Income Tax Law provisions to capital gains realized on the disposition of notes by foreign holders is unclear. We expect that no Mexican tax will be imposed on transfers of notes between foreign holders effected outside of Mexico.

Other Mexican Taxes

A foreign holder will not be liable for estate, gift, inheritance or similar taxes with respect to its holdings of notes. There are no Mexican stamps, issue registration or similar taxes payable by a foreign holder with respect to the notes.

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Table of Contents**U.S. Federal Income Tax Considerations**

The following is a summary of the principal U.S. federal income tax considerations that may be relevant to a beneficial owner of notes that is a citizen or resident of the United States or a domestic corporation or otherwise subject to U.S. federal income tax on a net income basis in respect of the notes (a U.S. holder). It does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a particular investor's decision to invest in the notes.

This summary is based on provisions of the Internal Revenue Code of 1986, as amended (the Code), and regulations, rulings and judicial decisions as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in U.S. federal income tax consequences different from those summarized below. In addition, except where noted, this summary deals only with investors that are U.S. holders who acquire the notes in the United States as part of the initial offering of the notes, who will own the notes as capital assets, and whose functional currency is the U.S. dollar. It does not address U.S. federal income tax considerations applicable to investors who may be subject to special tax rules, such as banks, financial institutions, partnerships (or entities treated as a partnership for U.S. federal income tax purposes) or partners therein, tax-exempt entities, insurance companies, traders in securities that elect to use the mark-to-market method of accounting for their securities, persons subject to the alternative minimum tax, dealers in securities or currencies, certain short-term holders of notes, or persons that hedge their exposure in the notes or will hold notes as a position in a straddle or conversion transaction or as part of a synthetic security or other integrated financial transaction. U.S. holders should be aware that the U.S. federal income tax consequences of holding the notes may be materially different for investors described in the prior sentence.

You should consult your tax advisor about the consequences of the acquisition, ownership and disposition of the notes, including the relevance to your particular situation of the considerations discussed below, as well as any U.S. federal estate and gift tax, foreign, state, local or other tax laws.

Payments of Interest and Additional Amounts

The notes are not expected to be issued with more than a *de minimis* amount of original issue discount (OID) for U.S. federal income tax purposes. Accordingly, payments of the gross amount of interest and additional amounts (as defined in Description of Notes Payment of Additional Amounts, i.e., including amounts withheld in respect of Mexican withholding taxes), with respect to a note will be taxable to a U.S. holder as ordinary interest income at the time that such payments are accrued or are received, in accordance with the U.S. holder's regular method of tax accounting. Thus, accrual method U.S. holders will report stated interest on the note as it accrues, and cash method U.S. holders will report interest when it is received or unconditionally made available for receipt. If the notes are issued with more than a *de minimis* amount of OID, a U.S. holder generally will be required to include OID in ordinary gross income on a constant-yield basis for U.S. federal income tax purposes as it accrues, although the U.S. holder may not yet have received cash attributable to that income.

The Mexican withholding tax that is imposed on interest will be treated as a foreign income tax eligible, subject to generally applicable limitations and conditions under U.S. tax law, for credit against a U.S. holder's federal income tax liability or, at the U.S. holder's election, for deduction in computing the holder's taxable income (provided that the U.S. holder elects to deduct, rather than credit, all foreign income taxes paid or accrued for the relevant taxable year). Interest and additional amounts paid on the notes generally will constitute foreign source passive category income.

The calculation and availability of foreign tax credits and, in the case of a U.S. holder that elects to deduct foreign taxes, the availability of deductions, involves the application of complex rules (including, in the case of foreign tax credits, relating to a minimum holding period) that depend on a U.S. holder's particular circumstances. U.S. holders

should consult their own tax advisors regarding the availability of foreign tax credits and the treatment of additional amounts.

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Sale or Other Taxable Disposition of Notes

A U.S. holder generally will recognize gain or loss on the sale or other taxable disposition of the notes in an amount equal to the difference between the amount realized on such sale or other taxable disposition (less any amounts attributable to accrued but unpaid interest, including any additional amounts thereon, which will be taxable as such) and the U.S. holder's adjusted tax basis in the notes. A U.S. holder's adjusted tax basis in a note generally will be the purchase price of that note. Gain or loss realized by a U.S. holder on such sale or other taxable disposition generally will be capital gain or loss and will be long-term capital gain or loss if, at the time of the disposition, the notes have been held for more than one year. Certain non-corporate U.S. holders (including individuals) may be eligible for preferential rates of taxation in respect of long-term capital gains. The deductibility of capital losses is subject to limitations.

Capital gain or loss recognized by a U.S. holder on the sale or other taxable disposition of a note generally will be U.S. source gain or loss. Consequently, if any such gain would be subject to Mexican income tax, a U.S. holder may not be able to credit the tax against its U.S. federal income tax liability unless such credit can be applied (subject to applicable conditions and limitations) against tax due on other income treated as derived from foreign sources. U.S. holders should consult their own tax advisors as to the foreign tax credit implications of a disposition of the notes.

Information Reporting and Backup Withholding

Payments on, and proceeds of the sale or other taxable disposition of, the notes that are paid within the United States or through certain U.S. related financial intermediaries to a U.S. holder generally are subject to information reporting and backup withholding unless (i) the U.S. holder is a corporation or other exempt recipient and demonstrates this fact when so required or (ii) in the case of backup withholding, the U.S. holder provides an accurate taxpayer identification number on a properly completed Internal Revenue Service (IRS) Form W-9, certifies that it is not subject to backup withholding, and otherwise complies with applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against the U.S. holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS.

Although a holder or beneficial owner of a note that is not a U.S. holder (a non-U.S. holder) generally is exempt from information reporting and backup withholding, a non-U.S. holder may, in certain circumstances, be required to comply with certification procedures to prove entitlement to this exemption.

European Union Tax Considerations

EU Savings Directive

Under Council Directive 2003/48/EC on the taxation of savings income (the Savings Directive), each Member State of the European Union, or EU, is required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to, or secured by such person for, an individual beneficial owner resident in, or certain limited types of entities established in, that other Member State. However, for a transitional period, Austria and Luxembourg will (unless during such period such Member States elect otherwise) instead operate a withholding system in relation to such payments. Under such withholding system, tax will be deducted unless the beneficial owner of the interest payment elects instead for an exchange of information procedure. The rate of withholding is 35%. The transitional period is to terminate at the end of the first full fiscal year following agreement by certain non-EU countries to exchange of information procedures relating to interest and other

similar income. The Luxembourg government has announced that Luxembourg will elect out of the withholding system in favor of automatic exchange of information with effect from January 1, 2015.

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A number of non-EU countries and certain dependent or associated territories of certain Member States have adopted similar measures to the Savings Directive.

A proposal for amendments to the Savings Directive has been published, including a number of suggested changes which, if implemented, would broaden the scope of the rules described above. At a meeting on 22 May 2013, the European Commission called for the adoption of an amended Directive before the end of 2013. Investors who are in any doubt as to their position should consult their professional advisors.

If a payment under a note were to be made by a person in a Member State or another country or territory which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the Savings Directive or any law implementing or complying with, or introduced in order to conform to, the Savings Directive, neither we nor any paying agent nor any other person would be obliged to pay additional amounts under the terms of the note as a result of the imposition of such withholding tax. Holders should consult their tax advisors regarding the implications of the Savings Directive in their particular circumstances.

Proposed EU Financial Transaction Tax (FTT)

The European Commission has published a proposal for a Directive for a common FTT in certain participating Member States of the European Union, which may also impact persons not in participating Member States. The proposal remains subject to negotiation and is the subject of a legal challenge. Accordingly, it is not clear when the FTT will be implemented, if at all, and what form it will take if it is implemented. However, if implemented in the form currently proposed, the FTT might apply to certain dealings in the notes. Prospective holders of the notes are advised to seek their own professional advice in relation to the FTT.

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Subject to the terms and conditions in the underwriting agreement between us and the underwriters, we have agreed to sell to the underwriters, and the underwriters have agreed to purchase from us, severally and not jointly, the principal amounts of notes set forth below:

Underwriter	Principal Amount
Citigroup Global Markets Inc.	U.S.\$ 360,000,000
BBVA Securities Inc.	165,000,000
Banca IMI S.p.A.	165,000,000
Mitsubishi UFJ Securities (USA), Inc.	30,000,000
Mizuho Securities USA Inc.	30,000,000
 Total	 U.S.\$ 750,000,000

The underwriting agreement provides that the obligations of the underwriters to purchase the notes are subject to approval of legal matters by counsel and to other conditions. The underwriting agreement provides that the underwriters are obligated to purchase all of the notes, if any are purchased.

The underwriters initially may offer part of the notes directly to the public at the offering price described on the cover page of this prospectus supplement. After the initial offering of the notes, the underwriters may from time to time vary the offering price and other selling terms. The underwriters may offer and sell the notes through certain of their affiliates.

We estimate that our out-of-pocket expenses for this offering will be approximately U.S.\$250,000.

The notes are new issues of securities with no established trading markets. We will apply to list the notes on the New York Stock Exchange. However, we will not be required to maintain that listing. The underwriters intend to make a secondary market for the notes. The underwriters are, however, not obligated to do so and may discontinue making a secondary market for the notes at any time without notice. We provide no assurance concerning the liquidity of the trading market for the notes.

We have agreed to indemnify the underwriters against liabilities under the U.S. Securities Act of 1933, as amended, or contribute to payments which the underwriters may be required to make in that respect.

Stabilization and Short Positions

In connection with the offering of the notes, the underwriters may, subject to applicable law, engage in overallotment, stabilizing transactions and syndicate covering transactions. Overallotment involves sales in excess of the offering size, which creates a short position for the underwriters. Stabilizing transactions involve bids to purchase the notes in the open market for the purpose of pegging, fixing or maintaining the price of the notes. Syndicate covering transactions involve purchases of the notes in the open market after the distribution has been completed in order to cover short positions. Stabilizing transactions and syndicate covering transactions may cause the price of the notes to be higher than it would otherwise be in the absence of those transactions. If the underwriters engage in stabilizing or syndicate covering transactions, they may discontinue them at any time.

Selling Restrictions

The notes are offered for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers.

European Economic Area

The underwriters have represented, warranted and agreed that, in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State),

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with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, it has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representative or representatives nominated by the company for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of notes shall require the company or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State; Prospectus Directive means European Council Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive) and includes any relevant implementing measure in the Relevant Member State; and 2010 PD Amending Directive means Directive 2010/73/EU.

United Kingdom

Each underwriter has represented, warranted and agreed that:

- (1) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to us; and
- (2) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

Republic of Italy

The offering of the notes has not been registered with the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian securities legislation. Each underwriter has represented and agreed that any offer, sale

or delivery of the notes or distribution of copies of this prospectus supplement or any other document relating to the notes in the Republic of Italy will be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulation. Any such offer, sale or delivery of the notes or distribution of copies of this prospectus supplement or any other document relating to the notes in the Republic of Italy must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 58 of 24 February 1998, CONSOB Regulation No. 16190 of 29 October 2007 and Legislative Decree No. 385 of 1 September 1993 (in each case as amended from time to time); and
- (b) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or any other Italian authority.

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Hong Kong

The notes may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (as amended, the FIEL) and each underwriter has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore

This prospectus supplement and the accompanying prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust will not be transferable for six months after that corporation or that trust has acquired the notes under Section 275 of the SFA except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A) of the SFA and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Mexico

The notes have not been registered in Mexico with the *Sección de Valores* (Securities Section) of the *Registro Nacional de Valores* (National Securities Registry) maintained by the CNBV, and no action has been or will be taken that would permit the offer or sale of the notes in Mexico absent an available exemption under Article 8 of the Mexican Securities Market Law.

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T+5 Settlement

We expect that delivery of the notes will be made against payment therefor on or about the closing date specified on the cover page of this prospectus supplement, which is the fifth business day following the date hereof (this settlement cycle being referred to as T+5). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to that trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date hereof or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisor.

Other Matters

The underwriters and their respective affiliates have engaged in, and may in the future engage in, investment banking, commercial banking, financial advisory and other transactions and matters in the ordinary course of business with us and our affiliates. They have received customary fees and commissions for these transactions.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of our company or our affiliates. If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may, at any time, hold or recommend to clients that they acquire, long or short positions in such securities and instruments.

Each underwriter of the notes that is not a U.S. registered broker-dealer will make any sales of notes in the United States, or to persons in the United States, solely through one or more U.S. registered broker-dealers in compliance with the Exchange Act and the rules of the Financial Industry Regulatory Authority, Inc. (FINRA). Banca IMI S.p.A. is not a U.S. registered broker-dealer, and will not effect any offers or sales of any notes in the United States unless it is through one or more U.S. registered broker-dealers as permitted by the regulations of FINRA.

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VALIDITY OF THE NOTES

The validity of the notes offered and sold in this offering will be passed upon for us by Cleary Gottlieb Steen & Hamilton LLP, our United States counsel, and for the underwriters by Simpson Thacher & Bartlett LLP, United States counsel to the underwriters. Certain matters of Mexican law relating to the notes will be passed upon for us by Bufete Robles Miaja, S.C., our Mexican counsel, and for the underwriters by Raz Guzmán, S.C., Mexican counsel to the underwriters.

EXPERTS

The consolidated financial statements of América Móvil, S.A.B. de C.V. appearing in its annual report on Form 20-F for the year ended December 31, 2012, as amended by Amendment No. 1 on Form 20-F/A filed on September 5, 2013, and the effectiveness of its internal control over financial reporting as of December 31, 2012, have been audited by Mancera, S.C., a member practice of Ernst & Young Global, an independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

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PROSPECTUS

América Móvil, S.A.B. de C.V.

Debt Securities

Warrants

Guarantees

We may from time to time offer debt securities, warrants to purchase debt securities or guarantees of debt securities issued by others. This prospectus describes some of the general terms that may apply to these securities and the general manner in which they may be offered. When we offer securities, the specific terms of the securities, the offering price and the specific manner in which they may be offered, will be described in supplements to this prospectus.

Investment in the securities involves risks. See **Risk Factors** beginning on page 4 of this prospectus.

Neither the U.S. Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus or any accompanying prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

THIS PROSPECTUS IS SOLELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE COMISIÓN NACIONAL BANCARIA Y DE VALORES (THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION, OR CNBV). THE TERMS AND CONDITIONS OF ANY OFFER OF SECURITIES WILL BE NOTIFIED TO THE CNBV FOR INFORMATIONAL PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE SECURITIES OR OUR SOLVENCY. THE SECURITIES MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXCEPTION UNDER THE LEY DEL MERCADO DE VALORES (MEXICAN SECURITIES MARKET LAW). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE DEBT SECURITIES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF US.

June 28, 2012

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We are responsible for the information contained in this prospectus, any accompanying prospectus supplement and the documents incorporated by reference herein and therein. We have not authorized any person to give you any other information, and we take no responsibility for any other information that others may give you. This document may only be used where it is legal to sell these securities. You should not assume that the information contained in this prospectus, any accompanying prospectus supplement and the documents incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates. We are not making an offer of these securities in any state where the offer is not permitted.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC using a shelf registration process. Under this shelf process, América Móvil, S.A.B. de C.V. may from time to time offer debt securities, warrants to purchase debt securities or guarantees of debt securities issued by others.

As used in this prospectus, América Móvil, we, our and us refer to América Móvil, S.A.B. de C.V. and its consolidated subsidiaries, unless the context otherwise requires or unless otherwise specified.

This prospectus only provides a general description of the securities that we may offer. Each time we offer securities, we will prepare a prospectus supplement containing specific information about the particular offering and the terms of those securities. We may also add, update or change other information contained in this prospectus by means of a prospectus supplement or by incorporating by reference information we file with the SEC. The registration statement that we filed with the SEC includes exhibits that provide more detail on the matters discussed in this prospectus. Before you invest in any securities offered by this prospectus, you should read this prospectus, any related prospectus supplement and the related exhibits filed with the SEC, together with the additional information described under the headings Where You Can Find More Information and Incorporation of Certain Documents by Reference.

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FORWARD-LOOKING STATEMENTS

Some of the information contained or incorporated by reference in this prospectus may constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. Although we have based these forward-looking statements on our expectations and projections about future events, it is possible that actual events may differ materially from our expectations. In many cases, we include together with the forward-looking statements themselves a discussion of factors that may cause actual events to differ from our forward-looking statements. Examples of forward-looking statements include the following:

projections of operating revenues, net income (loss), net income (loss) per share, capital expenditures, indebtedness levels, dividends, capital structure or other financial items or ratios;

statements of our plans, objectives or goals, including those relating to acquisitions, competition, regulation and rates;

statements about our future economic performance or that of Mexico or other countries in which we operate;

competitive developments in the telecommunications sector in each of the markets where we operate or into which we may expand;