

AMERICA MOVIL SAB DE CV/

Form F-6

July 20, 2016

As filed with the Securities and Exchange Commission on July 20, 2016 Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

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AMÉRICA MÓVIL, S.A.B. DE C.V.  
(Exact name of issuer of deposited securities as specified in its charter)

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America Mobile  
(Translation of issuer's name into English)

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United Mexican States  
(Jurisdiction of incorporation or organization of issuer)

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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399 Park Avenue  
New York, New York 10043  
(877) 248-4237  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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CT Corporation System  
111 Eighth Avenue (13th floor)  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

Nicolas Grabar

Herman H. Raspé, Esq.

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Cleary Gottlieb Steen & Patterson Belknap Webb &  
Hamilton LLP Tyler LLP  
One Liberty Plaza 1133 Avenue of the Americas  
New York, New York 10006 New York, New York 10036

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It is proposed that this filing become effective under Rule 466: ☐ immediately upon filing.

☐ on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box : ☐

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares (ADS(s)), each ADS representing the right to receive 20 Series A Shares of América Móvil, S.A.B. de C.V.	50,000,000 ADSs	\$ 5.00	\$2,500,000	\$251.75

\*Each unit represents 100 ADSs.

\*\*Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory Article.
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	Face of Receipt - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (17) and (18).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph (15) and (17).
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (14); Reverse of Receipt - Paragraph (18).
(v) The sale or exercise of rights	Face of Receipt – Paragraphs (3), (4) and (6). Reverse of Receipt – Paragraphs (15) and (17).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (15), (17) and (19).
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraphs (23) and (24) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	Face of Receipt - Paragraph (14).

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Location in Form of American  
Depository Receipt ("Receipt")  
Filed Herewith as Prospectus

Item Number and Caption

- |  |  |
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| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face of Receipt – Paragraphs (2), (3), (4), (6), (7), (9) and (10).                |
| (x) Limitation upon the liability of the Depositary                                | Face of Receipt - Paragraph (8);<br>Reverse of Receipt - Paragraphs (20) and (21). |
| 3. Fees and charges which may be imposed directly or indirectly on holders of ADSs | Face of Receipt - Paragraph (11).  |

Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (14).

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the "Commission"). These reports can be retrieved from the Commission's internet website ([www.sec.gov](http://www.sec.gov)), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

## PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement, by and among América Móvil, S.A.B. de C.V. (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.



Item 4.

UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, by and among América Móvil, S.A.B. de C.V., Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 20th day of July 2016.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive 20 Series A Shares of América Móvil, S.A.B. de C.V.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Leslie A. Deluca  
Name: Leslie A. Deluca  
Title: Vice President

SIGNATURES OF AMÉRICA MÓVIL, S.A.B. DE C.V.

Pursuant to the requirements of the Securities Act of 1933, América Móvil, S.A.B. de C.V. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Mexico City, Mexico, on July 20, 2016.

AMÉRICA MÓVIL, S.A.B. DE C.V.

By: /s/ Carlos José García Moreno Elizondo  
Name: Carlos José García Moreno Elizondo  
Title: Attorney-in-Fact

By: /s/ Alejandro Cantú Jiménez  
Name: Alejandro Cantú Jiménez  
Title: Attorney-in-Fact

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below hereby constitutes and appoints Daniel Hajj Aboumrads, Carlos José García Moreno Elizondo and Alejandro Cantú Jiménez, jointly and severally (with full power to each of them to act alone) his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement on Form F-6, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his/her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

This power of attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated in respect of América Móvil, S.A.B. de C.V. on July 20, 2016.

Signature	Title
/s/ Daniel Hajj Aboumrad Daniel Hajj Aboumrad	Chief Executive Officer and Director
/s/ Carlos José García Moreno Elizondo Carlos José García Moreno Elizondo	Chief Financial Officer
/s/ José Elías Briones Capetillo José Elías Briones Capetillo	Chief Accounting Officer
/s/ Carlos Slim Domit Carlos Slim Domit	Chairman of the Board of Directors
/s/ Patrick Slim Domit  Patrick Slim Domit	Vice Chairman of the Board of Directors
  Carlos Slim Helú	Director
/s/ Luis Alejandro Soberón Kuri Luis Alejandro Soberón Kuri	Director
  Antonio Cosío Pando	Director
/s/ Ernesto Vega Velasco Ernesto Vega Velasco	Director
/s/ Carlos Bremer Gutiérrez Carlos Bremer Gutiérrez	Director

/s/ Pablo Roberto González Guajardo                      Director  
Pablo Roberto González Guajardo

David Ibarra Muñoz                      Director

/s/ Oscar Von Hauske Solís                      Director  
Oscar Von Hauske Solís

/s/ Arturo Elías Ayub                      Director  
Arturo Elías Ayub

Louis C. Camilleri                      Director

Juan Antonio Pérez Simón                      Director

/s/ Rafael Moisés Kalach Mizrahi                      Director  
Rafael Moisés Kalach Mizrahi

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Signature of Authorized Representative of América Móvil, S.A.B. de C.V.

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of América Móvil, S.A.B. de C.V., has signed this registration statement in the City of Newark, State of Delaware, on July 20, 2016.

Signature

Title

/s/ Donald J. Puglisi

Authorized Representative in the United  
States

Donald J. Puglisi

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Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
(a)	Form of Amended and Restated Deposit Agreement	
(d)	Opinion of counsel to the Depositary	

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