

AMERICA MOVIL SAB DE CV/
Form 6-K
September 10, 2015

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant To Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934
For the month of September 2015
Commission File Number: 1-16269

AMÉRICA MÓVIL, S.A.B. DE C.V.
(Exact Name of the Registrant as Specified in the Charter)

America Mobile
(Translation of Registrant's Name into English)

Lago Zurich 245

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Plaza Carso / Edificio Telcel

Colonia Ampliación Granada

11529 México, D.F., México

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933) OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

*América Móvil announces an offer by its Dutch subsidiary América Móvil B.V. of
guaranteed, secured bonds mandatorily exchangeable into ordinary shares of
Koninklijke KPN N.V.*

Mexico City, Mexico, September 10, 2015. América Móvil, S.A.B. de C.V. (**AMX**) [BMV: AMX] [NYSE: AMX] [NASDAQ: AMOV] [LATIBEX: XAMXL], announces that its wholly-owned Dutch subsidiary América Móvil B.V. (the **Issuer**) has launched an offering of EUR 750 million principal amount of guaranteed secured bonds (the **Bonds**) mandatorily exchangeable into ordinary shares of Koninklijke KPN N.V. (**KPN**) (the **Mandatory Exchangeable Bond Offering**). The Bonds will be offered in accordance with Regulation S under the U.S. Securities Act of 1933, as amended.

The Bonds will have a maturity of 3 years and are expected to pay a coupon of between 5.25 per cent and 5.75 per cent per annum payable quarterly in arrear, as well as an additional interest corresponding to 85 per cent of the gross amount of cash dividends and distributions paid in relation to the underlying KPN ordinary shares (the **KPN Shares**). The minimum exchange price at which the Bonds could be exchanged for KPN Shares will correspond to the volume-weighted average price of the KPN Shares on Euronext Amsterdam on September 10, 2015 (the **Reference Price**). The maximum exchange price is expected to be set at a premium ranging from 25 per cent to 30 per cent over the Reference Price. The number of KPN Shares included in the initial exchange property will be fixed later today by dividing the principal amount of the Bonds by the Reference Price (the **Exchange Property**). The Exchange Property will be subject to any adjustments required under the terms and conditions of the Bonds. English law security will be granted over the Exchange Property in favour of the bond trustee, on behalf of the holders.

The outcome of the placement and the final terms of the Mandatory Exchangeable Bond Offering are expected to be determined and announced on September 10, 2015 and the Mandatory Exchangeable Bond Offering is expected to close on September 17, 2015.

If not previously exchanged, the Bonds will be exchanged for KPN Shares on the maturity date, expected to be September 17, 2018. Upon exchange, the Issuer will have the flexibility to settle in cash, deliver the underlying KPN Shares or a combination thereof.

Following pricing, the Issuer and AMX intend to agree not to place any further KPN Shares in the market for a period beginning today and ending 90 days following the closing of the Mandatory Exchangeable Bond Offering, subject to customary exceptions. The Issuer will use the proceeds from the Mandatory Exchangeable Bond Offering for general corporate purposes.

It is intended that an application will be made to admit the Bonds to trading on an internationally recognised, regularly operating, regulated or non-regulated, stock exchange as determined by AMX.

Deutsche Bank AG, London Branch is acting as Bookrunner.

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THIS PRESS RELEASE AND ANY INFORMATION ISSUED BY THE ISSUER AND/OR AMX ON THE TERMS OF THE BONDS IS SOLELY THE RESPONSIBILITY OF THE ISSUER AND AMX RESPECTIVELY AND HAS NOT BEEN REVIEWED OR AUTHORISED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR CNBV). THE TERMS AND CONDITIONS OF THE OFFERING OF THE BONDS WILL BE NOTIFIED TO THE CNBV FOR INFORMATION PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE BONDS OR THE SOLVENCY OF AMÉRICA MÓVIL, S.A.B. DE C.V. THE BONDS MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXEMPTION UNDER THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE BONDS FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND AMX.

ANY DECISION TO PURCHASE ANY OF THE BONDS SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE ISSUER S, AMX S AND KPN S PUBLICLY AVAILABLE INFORMATION. NEITHER THE BOOKRUNNER NOR ANY OF ITS AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS PRESS RELEASE OR THE ISSUER S, AMX S AND KPN S PUBLICLY AVAILABLE INFORMATION.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE SECURITIES. NONE OF THE ISSUER, AMX, KPN OR THE BOOKRUNNER MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE BONDS OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE BOOKRUNNER IS ACTING ON BEHALF OF THE ISSUER AND AMX AND NO ONE ELSE IN CONNECTION WITH THE BONDS AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE BOOKRUNNER OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 10, 2015

AMÉRICA MÓVIL, S.A.B. DE C.V.

By: /s/ Carlos José García Moreno

Name: Carlos José García Moreno

Title: Attorney-in-fact